Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ [ ]

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE BESH RESTAURANT CORPORATIO 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2020

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
THE BESH RESTAURANT CORPORATIO

6510 FOOTHILL BLVD
TUJUNGA, CA 91042

2b Employer Identification Number (EIN)
95-4377933

2c Plan Sponsor's telephone number
818-445-7695

2d Business code (see instructions)
722511

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2023	SORAYA NEIL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a	Plan administrator's name and address [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:	**4b**	EIN
a	Sponsor's name BESH RESTAURANT CORPORATION	**4d**	PN
c	Plan Name BESH RESTAURANT CORPORATION		
5	Total number of participants at the beginning of the plan year	**5**	415
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	415
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	443
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	1
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	444
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	444
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	14
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2T 3D 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(4)**	[ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [ ] **R** (Retirement Plan Information)
- **(2)** [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- **(3)** [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☒ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☒ No

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
THE BESH RESTAURANT CORPORATIO 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THE BESH RESTAURANT CORPORATIO

D Employer Identification Number (EIN)
95-4377933

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	25899	55847
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	25899	55847
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	25899	55847

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	6244	
(B) Participants	2a(1)(B)	30032	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		36276
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	0	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1371	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1371
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-6478
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		31169
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	0	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		0
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	1053	
(3) Investment advisory and management fees	2i(3)	168	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1221
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1221
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		29948
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unmodified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) [X] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WILSON W IVANOVA CPAS **(2)** EIN: 47-1948460

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	

		Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		20000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

BESH RESTAURANT CORPORATION 401(K) PROFIT SHARING PLAN & TRUST

Financial Statements

December 31, 2022 and 2021

Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust

Table of Contents

		Page
Independent Auditor's Report		1
Financial Statements		
Statements of Net Assets Available for Benefits		5
Statement of Changes in Net Assets Available for Benefits		6
Notes to Financial Statements		7
Supplemental Schedule	Schedule	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	One	16

To the Plan Administrator of the
Besh Restaurant Corporation 401(k) Profit
Sharing Plan & Trust

Independent Auditor's Report

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

WILSON IVANOVA Certified Public Accountants, Inc., APAC | 550 E. HOSPITALITY LANE, SUITE 300 | SAN BERNARDINO, CA 92408
PHONE 909 379 0296 | FAX 909 379 0299 | WWW.WICPAS.NET

MEMBERS: American Institute of CPAs | PCPS The ACIPA Alliance for CPA Firms | California Society of CPAs

- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

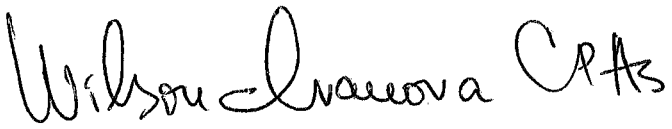
Supplemental Schedule Required by ERISA

The supplemental schedule of Assets (Held at End of Year) as of December 31, 2022 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



San Bernardino, CA
August 31, 2023

Statements of Net Assets Available for Benefits
December 31, 2022

	2022	2021
ASSETS		
Investments, at fair value	$ 55,847	$ 25,899
Employer corrective contributions receivable	1,054	6,908
Total Assets	56,901	32,807
LIABILITY		
Corrective distributions payable	261	-
Net Assets Available for Benefits	$ 56,640	$ 32,807

See accompanying notes and independent auditor's report.

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2022

	2022
Additions to Net Assets Attributed to:	
Investment income:	
Net depreciation in fair value of investments	$ (6,478)
Dividends	1,371
Total Investment Loss	(5,107)
Contributions:	
Participants	29,771
Employer	390
Total Contributions	30,161
Total Additions	25,054
Deductions from Net Assets Attributed to:	
Administrative expenses	1,221
Net Increase	23,833
Net Assets Available for Plan Benefits:	
Beginning of Year	32,807
End of Year	$ 56,640

See accompanying notes and independent auditor's report.

Note 1: Description of the Plan

The following description of the Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

Besh Restaurant Corporation, RRC Besh Inc, RRG Besh Inc, RLSR Becks Inc, KJ Becks Inc, KR Besh Inc, RRF Besh Inc, RLB Family Corp, RM Family Corporation, RL Besh Inc, Lucretia & Richard Inc, R At Milpas Inc, R At State Inc, RRA Besh Inc, and R At Mesa Inc (collectively the Company) established the Plan effective January 1, 2020, and permitted the commencement of elective deferrals on September 1, 2020.

The Plan is a defined contribution plan covering all employees of the Company who are at least 21 years of age and have completed one year of eligibility service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Restatement

Effective May 20, 2022, the Plan was restated to bring the Plan into compliance with the legislative and regulatory changes set forth in IRS Notice 2017-37.

Contributions

Plan participants can elect to defer part of their earnings on a pre-tax or after-tax basis. For the years ended December 31, 2022 and 2021, each participant could contribute up to $20,500 and $19,500, respectively, of pre-tax annual compensation. In addition, participants may not have total contributions of more than $61,000 for the year ended December 31, 2022 and $58,000 for the year ended December 31, 2021, or an amount more than 91% of their compensation, whichever is less, allocated to the Plan for their benefit each year. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions up to $6,500 for the years ended December 31, 2022 and 2021. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for a discretionary profit-sharing contribution. To be eligible for the discretionary profit-sharing contributions, employees must meet the criteria of 21 years of age, must have completed more than 500 hours of service during the plan year, and be employed by the Company as of the last day of the plan year. For the year ended December 31, 2022, the Company did not make profit-sharing contributions.

(continued)

Note 1: Description of the Plan (continued)

Participant Accounts

Separate accounts are maintained for each participant. Each participant account is credited with the participant's contribution, an allocation of the Company's contributions, plan earnings, and charged with an allocation of administrative expenses. Participants direct the investments of their contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting in the Company's discretionary profit-sharing contribution portion of their accounts is based on years of continuous service and is outlined as follows:

Years of Service	Percentage
Less than 2 years	0%
At least 2 years, but less than 3	20%
At least 3 years, but less than 4	40%
At least 4 years, but less than 5	60%
At least 5 years, but less than 6	80%
6 years or more	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a maximum equal to $50,000 or the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth elective deferral balance. The minimum loan amount is $1,000. The loans are secured by the balance in the participants account and bear interest at the prime rate as published in the Wall Street Journal at the time of loan request plus 1 percentage point. Principal and interest are paid ratably through payroll deductions. There are no outstanding loans as of December 31, 2022 and 2021.

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant or beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a single-sum cash payment or have it rolled over into an individual retirement account (IRA) or another qualified plan that accepts transfers.

(continued)

Note 1: Description of the Plan (continued)

Forfeited Accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan, per the vesting schedule. These forfeited amounts may be used to reduce the plan expenses. The Plan did not have any forfeitures for the years ended December 31, 2022 and 2021.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at yearend.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid, interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan is treated as distributed based upon the terms of the plan document. There were no notes receivable from participants issued or outstanding for the years ended December 31, 2022 and 2021.

(continued)

Note 2: Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the plan sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and distribution fees are charged directly to the participant's account and are included in the administrative expenses. Investment-related expenses are included in net appreciation of fair value of investments.

Note 3: Investments (Unaudited)

The December 31, 2022 and 2021 statements of net assets available for benefits, the investment activities included in the statement of changes in net assets available for benefits for the year ended December 31, 2022, the accompanying notes, and supplemental schedule to the financial statements, were prepared in part or entirely from information certified by the trustee, Mid Atlantic Trust Company, in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of $55,847 and $25,899 as of December 31, 2022 and 2021, respectively.

The Plan's investments are held in trust by Mid Atlantic Trust Company as of December 31, 2022 and 2021. All investments held by Mid Atlantic Trust Company are participant directed.

The Plan's investments (including investments bought, sold, and held during the year) depreciated in value by $6,478 for the year ended December 31, 2022.

(continued)

Note 4: Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from the corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2022 and 2021.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission (SEC). These funds are required to publish their daily Net Asset Value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods described may produce a fair value calculation that may not be indicative of Net Realizable Value (NRV) or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(continued)

Note 4: Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 55,847	$ -	$ -	$ 55,847

	Assets at Fair Value as of December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 25,899	$ -	$ -	$ 25,899

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Note 5: Plan Termination

Although they have not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their employer contributions. If the Plan terminates, benefits provided under this Plan are neither insured nor guaranteed by the Company, by the Pension Benefit Guaranty Corporation, a federal governmental agency, nor under any state or federal law.

Note 6: Tax Status

The prototype plan obtained a determination letter on August 31, 2020, which the Internal Revenue Service stated that the prototype plan is qualified under section 401 of the Internal Revenue Code (the Code). Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the Code, and therefore believes that the Plan is qualified, and the related trust was tax exempt.

(continued)

Note 6: Tax Status (continued)

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods since the Plan's inception.

Note 7: Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Reconciliation of Financial Statements to the 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets available for benefits per Form 5500:

	2022	2021
Net assets available for benefits per the financial statements	$ 56,640	$ 32,807
Employer corrective contributions receivable	(1,054)	(6,908)
Corrective distributions payable	261	-
Net assets available for benefits as reported on 5500	$ 55,847	$ 25,899

(continued)

Note 8: Reconciliation of Financial Statements to the 5500 (continued)

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net increase in net assets available for benefits per Form 5500:

	2022
Increase in net assets available for benefits as reported on the financial statements	$ 23,833
Add employer corrective contributions -prior year	6,908
Less employer corrective contributions -current year	(1,054)
Add corrective distributions payable -current year	261
Increase in net assets available for benefits as reported on 5500	$ 29,948

Note 9: Related Party and Party in Interest Transactions

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. For the year ended December 31, 2022, the Plan paid $1,221 in administrative expenses for services provided by party in interest service providers, of which $860 were paid to the Plan's custodian, $193 were paid to the Plan's third-party administrator, and $168 were paid to the Plan's investment advisors.

The Company transacted with Paychex, Inc. for its payroll services and third-party plan administration services, including automatic withdrawal of funds from the Company's bank account for employee and employer contributions for deposit to the Plan's trust account, for the year ended December 31, 2022. These transactions qualify as party in interest transactions for which a statutory exception exemption exists.

Certain fees related to the administration of the Plan were paid to the Plan's investment advisors and custodian. These transactions qualify as party in interest transactions for which a statutory exception exists.

(continued)

Note 10: Operational Defect

During the year ended December 31, 2021, it was discovered that certain plan provisions were not properly applied in the daily operation of the Plan. The plan sponsor did not withhold and remit to the Plan's trust account certain participant contributions per the participants' elections in several instances from amounts defined by the Plan's document as eligible compensation. The plan administrator determined the affected participants and prior to the date the financial statements were available to be issued, deposited $6,244 into the Plan's trust account, to make the affected participants and the Plan whole. In addition, the plan administrator will deposit calculated lost earnings of $664 to the Plan's trust account. Such amounts totaling $6,908 are denoted in the financial statements as employer corrective contributions receivable as of December 31, 2021. The lost earnings of $664 remain receivable to the Plan as of December 31, 2022.

During the year ended December 31, 2022, it was discovered that certain plan provisions were not properly applied in the daily operation of the Plan. The plan sponsor did not withhold and remit to the Plan's trust account certain participant contributions per the participants' elections in several instances from amounts defined by the Plan's document as eligible compensation. The plan administrator determined the affected participants and prior to the date the financial statements were available to be issued, deposited $366 into the Plan's trust account, to make the affected participants and the Plan whole. In addition, the plan administrator will deposit calculated lost earnings of $24 to the Plan's trust account. Such amounts totaling $390 are included with employer corrective contributions receivable as of December 31, 2022.

Note 11: Corrective Distribution Payable

The Plan failed to pass the Average Deferral Percentage Test for the 2022 plan year. Excess contributions amounting to $261 are recorded as a liability in the accompanying statements of net assets available for benefits as of December 31, 2022, and were distributed to the affected participant in February 2023.

Note 12: Subsequent Events

The Plan has evaluated subsequent events through August 31, 2023, the date the financial statements were available to be issued.

Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust **Schedule One**

EIN: 95-4377933
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	TIAA Investments	TIAA-CREF Lifecycle Index 2060 Fund Institutional Class		$ 127
	TIAA Investments	TIAA-CREF Lifecycle Index 2055 Fund Institutional Class		3,534
	TIAA Investments	TIAA-CREF Lifecycle Index 2050 Fund Institutional Class		12,570
	TIAA Investments	TIAA-CREF Lifecycle Index 2045 Fund Institutional Class		12,251
	TIAA Investments	TIAA-CREF Lifecycle Index 2040 Fund Institutional Class		4,164
	TIAA Investments	TIAA-CREF Lifecycle Index 2035 Fund Institutional Class		8,257
	TIAA Investments	TIAA-CREF Lifecycle Index 2030 Fund Institutional Class		14,944
				$ 55,847

* Party in interest to the plan.
Note: Column (d) is blank as all investments are participant directed.

BESH RESTAURANT CORPORATION 401(K) PROFIT SHARING PLAN & TRUST

Financial Statements

December 31, 2022 and 2021

Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust

Table of Contents

		Page
Independent Auditor's Report		1
Financial Statements		
Statements of Net Assets Available for Benefits		5
Statement of Changes in Net Assets Available for Benefits		6
Notes to Financial Statements		7
Supplemental Schedule	Schedule	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	One	16

To the Plan Administrator of the
Besh Restaurant Corporation 401(k) Profit
Sharing Plan & Trust

Independent Auditor's Report

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

WILSON IVANOVA Certified Public Accountants, Inc., APAC | 550 E. HOSPITALITY LANE, SUITE 300 | SAN BERNARDINO, CA 92408
PHONE 909 379 0296 | FAX 909 379 0299 | WWW.WICPAS.NET

MEMBERS: American Institute of CPAs | PCPS The ACIPA Alliance for CPA Firms | California Society of CPAs

- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

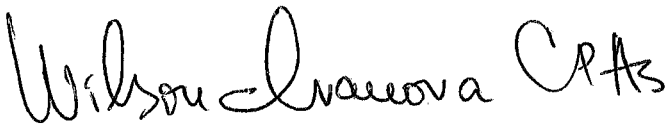
Supplemental Schedule Required by ERISA

The supplemental schedule of Assets (Held at End of Year) as of December 31, 2022 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



San Bernardino, CA
August 31, 2023

Statements of Net Assets Available for Benefits
December 31, 2022

	2022	2021
ASSETS		
Investments, at fair value	$ 55,847	$ 25,899
Employer corrective contributions receivable	1,054	6,908
Total Assets	56,901	32,807
LIABILITY		
Corrective distributions payable	261	-
Net Assets Available for Benefits	$ 56,640	$ 32,807

See accompanying notes and independent auditor's report.

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2022

	2022
Additions to Net Assets Attributed to:	
Investment income:	
Net depreciation in fair value of investments	$ (6,478)
Dividends	1,371
Total Investment Loss	(5,107)
Contributions:	
Participants	29,771
Employer	390
Total Contributions	30,161
Total Additions	25,054
Deductions from Net Assets Attributed to:	
Administrative expenses	1,221
Net Increase	23,833
Net Assets Available for Plan Benefits:	
Beginning of Year	32,807
End of Year	$ 56,640

See accompanying notes and independent auditor's report.

Note 1: Description of the Plan

The following description of the Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

Besh Restaurant Corporation, RRC Besh Inc, RRG Besh Inc, RLSR Becks Inc, KJ Becks Inc, KR Besh Inc, RRF Besh Inc, RLB Family Corp, RM Family Corporation, RL Besh Inc, Lucretia & Richard Inc, R At Milpas Inc, R At State Inc, RRA Besh Inc, and R At Mesa Inc (collectively the Company) established the Plan effective January 1, 2020, and permitted the commencement of elective deferrals on September 1, 2020.

The Plan is a defined contribution plan covering all employees of the Company who are at least 21 years of age and have completed one year of eligibility service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Restatement

Effective May 20, 2022, the Plan was restated to bring the Plan into compliance with the legislative and regulatory changes set forth in IRS Notice 2017-37.

Contributions

Plan participants can elect to defer part of their earnings on a pre-tax or after-tax basis. For the years ended December 31, 2022 and 2021, each participant could contribute up to $20,500 and $19,500, respectively, of pre-tax annual compensation. In addition, participants may not have total contributions of more than $61,000 for the year ended December 31, 2022 and $58,000 for the year ended December 31, 2021, or an amount more than 91% of their compensation, whichever is less, allocated to the Plan for their benefit each year. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions up to $6,500 for the years ended December 31, 2022 and 2021. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for a discretionary profit-sharing contribution. To be eligible for the discretionary profit-sharing contributions, employees must meet the criteria of 21 years of age, must have completed more than 500 hours of service during the plan year, and be employed by the Company as of the last day of the plan year. For the year ended December 31, 2022, the Company did not make profit-sharing contributions.

(continued)

Note 1: Description of the Plan (continued)

Participant Accounts

Separate accounts are maintained for each participant. Each participant account is credited with the participant's contribution, an allocation of the Company's contributions, plan earnings, and charged with an allocation of administrative expenses. Participants direct the investments of their contributions into various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Vesting in the Company's discretionary profit-sharing contribution portion of their accounts is based on years of continuous service and is outlined as follows:

Years of Service	Percentage
Less than 2 years	0%
At least 2 years, but less than 3	20%
At least 3 years, but less than 4	40%
At least 4 years, but less than 5	60%
At least 5 years, but less than 6	80%
6 years or more	100%

Notes Receivable from Participants

Participants may borrow from their fund accounts a maximum equal to $50,000 or the lesser of 95% of one-half the vested account balance or 95% of the total vested account balance excluding the Roth elective deferral balance. The minimum loan amount is $1,000. The loans are secured by the balance in the participants account and bear interest at the prime rate as published in the Wall Street Journal at the time of loan request plus 1 percentage point. Principal and interest are paid ratably through payroll deductions. There are no outstanding loans as of December 31, 2022 and 2021.

Payment of Benefits

On termination of service due to death, disability, retirement or other reasons, a participant or beneficiary may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a single-sum cash payment or have it rolled over into an individual retirement account (IRA) or another qualified plan that accepts transfers.

(continued)

Note 1: Description of the Plan (continued)

Forfeited Accounts

Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan, per the vesting schedule. These forfeited amounts may be used to reduce the plan expenses. The Plan did not have any forfeitures for the years ended December 31, 2022 and 2021.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at yearend.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid, interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan is treated as distributed based upon the terms of the plan document. There were no notes receivable from participants issued or outstanding for the years ended December 31, 2022 and 2021.

(continued)

Note 2: Summary of Significant Accounting Policies (continued)

Payment of Benefits

Benefits are recorded when paid.

Expenses

Certain expenses of maintaining the Plan are paid by the plan sponsor and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and distribution fees are charged directly to the participant's account and are included in the administrative expenses. Investment-related expenses are included in net appreciation of fair value of investments.

Note 3: Investments (Unaudited)

The December 31, 2022 and 2021 statements of net assets available for benefits, the investment activities included in the statement of changes in net assets available for benefits for the year ended December 31, 2022, the accompanying notes, and supplemental schedule to the financial statements, were prepared in part or entirely from information certified by the trustee, Mid Atlantic Trust Company, in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of $55,847 and $25,899 as of December 31, 2022 and 2021, respectively.

The Plan's investments are held in trust by Mid Atlantic Trust Company as of December 31, 2022 and 2021. All investments held by Mid Atlantic Trust Company are participant directed.

The Plan's investments (including investments bought, sold, and held during the year) depreciated in value by $6,478 for the year ended December 31, 2022.

(continued)

Note 4: Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: • quoted prices for similar assets or liabilities in active markets; • quoted prices for identical or similar assets or liabilities in inactive markets; • inputs other than quoted prices that are observable for the asset or liability; • inputs that are derived principally from the corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2022 and 2021.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission (SEC). These funds are required to publish their daily Net Asset Value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The preceding methods described may produce a fair value calculation that may not be indicative of Net Realizable Value (NRV) or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

(continued)

Note 4: Fair Value Measurements (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 55,847	$ -	$ -	$ 55,847

	Assets at Fair Value as of December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 25,899	$ -	$ -	$ 25,899

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Note 5: Plan Termination

Although they have not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants will become 100 percent vested in their employer contributions. If the Plan terminates, benefits provided under this Plan are neither insured nor guaranteed by the Company, by the Pension Benefit Guaranty Corporation, a federal governmental agency, nor under any state or federal law.

Note 6: Tax Status

The prototype plan obtained a determination letter on August 31, 2020, which the Internal Revenue Service stated that the prototype plan is qualified under section 401 of the Internal Revenue Code (the Code). Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator believes that the Plan is designed and currently being operated in compliance with the applicable requirements of the Code, and therefore believes that the Plan is qualified, and the related trust was tax exempt.

(continued)

Note 6: Tax Status (continued)

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods since the Plan's inception.

Note 7: Risk and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 8: Reconciliation of Financial Statements to the 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets available for benefits per Form 5500:

	2022	2021
Net assets available for benefits per the financial statements	$ 56,640	$ 32,807
Employer corrective contributions receivable	(1,054)	(6,908)
Corrective distributions payable	261	-
Net assets available for benefits as reported on 5500	$ 55,847	$ 25,899

(continued)

Note 8: Reconciliation of Financial Statements to the 5500 (continued)

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net increase in net assets available for benefits per Form 5500:

	2022
Increase in net assets available for benefits as reported on the financial statements	$ 23,833
Add employer corrective contributions -prior year	6,908
Less employer corrective contributions -current year	(1,054)
Add corrective distributions payable -current year	261
Increase in net assets available for benefits as reported on 5500	$ 29,948

Note 9: Related Party and Party in Interest Transactions

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan. For the year ended December 31, 2022, the Plan paid $1,221 in administrative expenses for services provided by party in interest service providers, of which $860 were paid to the Plan's custodian, $193 were paid to the Plan's third-party administrator, and $168 were paid to the Plan's investment advisors.

The Company transacted with Paychex, Inc. for its payroll services and third-party plan administration services, including automatic withdrawal of funds from the Company's bank account for employee and employer contributions for deposit to the Plan's trust account, for the year ended December 31, 2022. These transactions qualify as party in interest transactions for which a statutory exception exemption exists.

Certain fees related to the administration of the Plan were paid to the Plan's investment advisors and custodian. These transactions qualify as party in interest transactions for which a statutory exception exists.

(continued)

Note 10: Operational Defect

During the year ended December 31, 2021, it was discovered that certain plan provisions were not properly applied in the daily operation of the Plan. The plan sponsor did not withhold and remit to the Plan's trust account certain participant contributions per the participants' elections in several instances from amounts defined by the Plan's document as eligible compensation. The plan administrator determined the affected participants and prior to the date the financial statements were available to be issued, deposited $6,244 into the Plan's trust account, to make the affected participants and the Plan whole. In addition, the plan administrator will deposit calculated lost earnings of $664 to the Plan's trust account. Such amounts totaling $6,908 are denoted in the financial statements as employer corrective contributions receivable as of December 31, 2021. The lost earnings of $664 remain receivable to the Plan as of December 31, 2022.

During the year ended December 31, 2022, it was discovered that certain plan provisions were not properly applied in the daily operation of the Plan. The plan sponsor did not withhold and remit to the Plan's trust account certain participant contributions per the participants' elections in several instances from amounts defined by the Plan's document as eligible compensation. The plan administrator determined the affected participants and prior to the date the financial statements were available to be issued, deposited $366 into the Plan's trust account, to make the affected participants and the Plan whole. In addition, the plan administrator will deposit calculated lost earnings of $24 to the Plan's trust account. Such amounts totaling $390 are included with employer corrective contributions receivable as of December 31, 2022.

Note 11: Corrective Distribution Payable

The Plan failed to pass the Average Deferral Percentage Test for the 2022 plan year. Excess contributions amounting to $261 are recorded as a liability in the accompanying statements of net assets available for benefits as of December 31, 2022, and were distributed to the affected participant in February 2023.

Note 12: Subsequent Events

The Plan has evaluated subsequent events through August 31, 2023, the date the financial statements were available to be issued.

Besh Restaurant Corporation 401(k) Profit Sharing Plan & Trust **Schedule One**

EIN: 95-4377933
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
	TIAA Investments	TIAA-CREF Lifecycle Index 2060 Fund Institutional Class		$ 127
	TIAA Investments	TIAA-CREF Lifecycle Index 2055 Fund Institutional Class		3,534
	TIAA Investments	TIAA-CREF Lifecycle Index 2050 Fund Institutional Class		12,570
	TIAA Investments	TIAA-CREF Lifecycle Index 2045 Fund Institutional Class		12,251
	TIAA Investments	TIAA-CREF Lifecycle Index 2040 Fund Institutional Class		4,164
	TIAA Investments	TIAA-CREF Lifecycle Index 2035 Fund Institutional Class		8,257
	TIAA Investments	TIAA-CREF Lifecycle Index 2030 Fund Institutional Class		14,944
				$ 55,847

* Party in interest to the plan.
Note: Column (d) is blank as all investments are participant directed.