

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
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>	
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.) ☒ 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:	☒ 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	<u>SKYDANCE PRODUCTIONS, LLC 401(K) PROFIT SHARING PLAN</u>		1b Three-digit plan number (PN) ▶ <u>001</u>
			1c Effective date of plan <u>01/01/2015</u>
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)	<u>SKYDANCE PRODUCTIONS, LLC</u> <u>2900 OLYMPIC BOULEVARD</u> <u>SANTA MONICA, CA 90404</u>		2b Employer Identification Number (EIN) <u>30-0572247</u> 2c Plan Sponsor's telephone number <u>424-291-3400</u> 2d Business code (see instructions) <u>512100</u>

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.	10/05/2023	LAURENCE WASSERMAN
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ 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: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 261
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 159 6a(2) 255 6b 0 6c 71 6d 326 6e 0 6f 326 6g 281 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: 3H 2A 2E 2F 2G 2J 2K 2T 3D 3B 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) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (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) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ 1 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan	B Three-digit plan number (PN)	001
SKYDANCE PRODUCTIONS, LLC 401(K) PROFIT SHARING PLAN		
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
SKYDANCE PRODUCTIONS, LLC	30-0572247	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier
TRANSAMERICA LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
39-0989781	86231	806230	0	01/01/2022	12/31/2022

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.
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(a) Total amount of commissions paid	(b) Total amount of fees paid
10630	1682

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
OPPENHEIMER LIFE AGENCY LTD
BRIAN K WERDESHEIM
85 BROAD ST
NEW YORK, NY 10004

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5315			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
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FUTUREPLAN BY ASCENSUS
PO BOX 734602
CHICAGO, IL 60673

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1682		5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

OPPENHEIMER LIFE AGENCY LTD

ROBERT W DALIE
85 BROAD ST
NEW YORK, NY 10004

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
5315			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end.....	4	
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ STABLE VALUE OPTION

b	Balance at the end of the previous year	7b	237872
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c	Additions: (1) Contributions deposited during the year	7c(1)	41188	
	(2) Dividends and credits.....	7c(2)		
	(3) Interest credited during the year.....	7c(3)	1345	
	(4) Transferred from separate account.....	7c(4)	3350	
	(5) Other (specify below)	7c(5)		

(6) Total additions.....	7c(6)	45883
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d	Total of balance and additions (add lines 7b and 7c(6))	7d	283755
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	280255	
(2) Administration charge made by carrier.....	7e(2)	315	
(3) Transferred to separate account.....	7e(3)	312	
(4) Other (specify below)	7e(4)	2873	

▶ FORFEITURE WITHDRAWALS

(5) Total deductions.....	7e(5)	283755
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f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	0
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.	10b	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ 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 SKYDANCE PRODUCTIONS, LLC 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SKYDANCE PRODUCTIONS, LLC	D Employer Identification Number (EIN) 30-0572247	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
--

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

OPPENHEIMER & CO INC

13-5657518

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	6003	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65	RECORDKEEPER	746	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► 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 SKYDANCE PRODUCTIONS, LLC 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 SKYDANCE PRODUCTIONS, LLC	D Employer Identification Number (EIN) 30-0572247	

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)
 (Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD SMALL-CAP VALUE INDEX R		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-108	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA CAPITAL GROWTH RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-789	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET S&P MID CAP INDEX RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-036	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: STATE STREET US BOND INDEX RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-037	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO AMERICAN VALUE RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-580	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO INTERNATIONAL DIVERSIFIED R		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-669	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON GLOBAL BOND RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-313	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2060 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-745	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS INTERNATIONAL INTRINSIC VALUE R		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-518	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PIONEER BOND RET OPT		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-091	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE RET JP MOR		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-480	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA LIFE INSURANCE COMPANY		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-487	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2035 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-486	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA INTERNATIONAL EQUITY R		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-791	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: EATON VANCE ATLANTA CAP SMID		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-638	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD SMALL-CAP INDEX RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-107	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE RETIREMENT BALANCED		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-491	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD PACIFIC STOCK INDEX RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-098	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VALUE PORTFOLIO RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-527	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-106	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TA VANGUARD REAL ESTATE INDEX RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-099	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2025 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-484	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: ALGER CAPITAL APPRECIATION RET		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-132	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2045 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-488	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2050 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-489	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2055 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-490	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: TRANSAMERICA SMARTCOURSE 2030 WITH		
b Name of sponsor of entity listed in (a): TRANSAMERICA LIFE INSURANCE COMPANY		
c EIN-PN 39-0989781-485	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: **HARTFORD SMALL CAP GROWTH HLS**

b Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

c EIN-PN 39-0989781-647	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **INVESCO COMSTOCK RET OPT**

b Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

c EIN-PN 39-0989781-581	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **TA VANGUARD EUROPEAN STOCK INDEX RE**

b Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

c EIN-PN 39-0989781-096	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **TRANSAMERICA SMARTCOURSE 2040 WITH**

b Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

c EIN-PN 39-0989781-487	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: **RT NY LIFE AA CL 0**

b Name of sponsor of entity listed in (a): **RELIANCE TRUST COMPANY**

c EIN-PN 46-6350416-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 281254
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a Name of MTIA, CCT, PSA, or 103-12 IE: **TA VANGUARD TOTAL STOCK MARKET INDE**

b Name of sponsor of entity listed in (a): **TRANSAMERICA LIFE INSURANCE COMPANY**

c EIN-PN 39-0989781-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II **Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 <u>01/01/2022</u> and ending <u>12/31/2022</u>						
A Name of plan <u>SKYDANCE PRODUCTIONS, LLC 401(K) PROFIT SHARING PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">B Three-digit plan number (PN) ►</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>		B Three-digit plan number (PN) ►	<u>001</u>		
B Three-digit plan number (PN) ►	<u>001</u>					
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SKYDANCE PRODUCTIONS, LLC</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">D Employer Identification Number (EIN) <u>30-0572247</u></td> <td style="width: 20%;"></td> </tr> </table>		D Employer Identification Number (EIN) <u>30-0572247</u>			
D Employer Identification Number (EIN) <u>30-0572247</u>						

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	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	953690	1422425
(2) Participant contributions.....	1b(2)	0	1294
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	307
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	0	41240
(9) Value of interest in common/collective trusts.....	1c(9)	0	281254
(10) Value of interest in pooled separate accounts	1c(10)	9941930	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)	0	11320150
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	237872	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	11133492	13066670

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	11133492	13066670
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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)	1419903	
(B) Participants	2a(1)(B)	2420533	
(C) Others (including rollovers)	2a(1)(C)	716935	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4557371
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	2172	
(F) Other	2b(1)(F)	1345	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3519
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	486806	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		486806
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		4719
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-1615302
(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)		-695417
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		2741696
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	787231	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		787231
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	158	
(4) Other	2i(4)	21129	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21287
j Total expenses. Add all expense amounts in column (b) and enter total	2j		808518
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1933178
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) ☒ 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) ☒ 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: JONES & MALHOTRA, CPAS

(2) EIN: 95-4668647

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:

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.)

	Yes	No	Amount
4a	X		1294

	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?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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.)	X		
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.)	X		
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.	X		
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 _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 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 SKYDANCE PRODUCTIONS, LLC 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 SKYDANCE PRODUCTIONS, LLC		D Employer Identification Number (EIN) 30-0572247
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 39-0989781		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
	a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a	
	b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
	c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year.....	15a	
	b The corresponding number for the second preceding plan year.....	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

JONES & MALHOTRA
Certified Public Accountants

Robert B. Jones Jr., CPA
Bobby Malhotra, CPA

Members: American Institute of CPAs • California Society of CPAs

October 4, 2023

Ms. Kathy Dossett
Executive Vice President of Human Resources
Skydance Productions, LLC 401(k) Profit Sharing Plan
2900 Olympic Blvd.
Santa Monica, CA 90404

Dear Ms. Dossett,

Please find enclosed a set of audited financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan as of and for the year ended December 31, 2022. Please remember to attach a copy of the audit report to Form 5500 when filing.

Also enclosed is a letter summarizing the scope of the audit engagement and the findings of the audit and a letter to management as required by audit standards.

I want to take this opportunity to let you know that we appreciate your business and always welcome your comments and questions.

Sincerely,
Jones & Malhotra



Bobby Malhotra

Enclosures

JONES & MALHOTRA
Certified Public Accountants

Robert B. Jones Jr., CPA
Bobby Malhotra, CPA

Members: American Institute of CPAs • California Society of CPAs

October 4, 2023

To the Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan

Except as discussed in the following paragraph, in planning and performing our audit of the financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan (the “Plan”), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as of and for the year ended December 31, 2022, in accordance with auditing standards generally accepted in the United States of America, we considered Skydance Productions, LLC 401(k) Profit Sharing Plan’s system of internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of issuing our report on the financial statements, but not for the purpose of expressing our opinion on the effectiveness of the Plan’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan’s internal control.

We were engaged to perform an ERISA Section 103(a)(3)(C) audit of those financial statements as permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or information related to assets held for investment of the plan (investment information) by Transamerica Life Insurance Company, Inc., and Fidelity Management Trust Company, that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. Our audit also did not include a consideration of internal control relating to the investment information.

Our consideration of internal control was for the limited purpose described in the preceding paragraphs and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be material weaknesses and other deficiencies that we consider to be significant deficiencies.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Plan’s financial statements will not be prevented or detected and corrected on a timely basis. We consider the following deficiencies in Skydance Productions, LLC 401(k) Profit Sharing Plan’s internal control to be material weaknesses:

Delinquent participant contributions

During the audit we noted that the Company did not remit timely participant salary deferrals. The delinquent participant salary deferrals in the aggregate amount of \$1,294, were remitted later than guidelines issued by the Department of Labor for such remittances. We suggest that the Plan sponsor timely remit participant contributions and loan repayments and periodically reconcile payroll records to trustee’s contributions.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiencies in Skydance Productions, LLC 401(k) Profit Sharing Plan's internal control to be significant deficiencies:

Financial Statements

As part of our standard audit procedures, we performed procedures to ensure that the Plan's financial statements and related footnote disclosures were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). Under Statement of Auditing Standards No. 112, "Communicating Internal Control Related Matters Identified in an Audit," we are required to assess management's ability to prepare financial statements and footnote disclosures that are in conformity with GAAP. Similar to other Plan sponsors with whom we have had experience of like size and structure, we recognize that management's focus is to operate the business and not to devote time and resources to maintaining highly technical accounting competencies within the employee benefit plan structure. Also similar to other such companies with whom we have had experience we recognize that management has determined that the cost of maintaining the internal capabilities necessary to prepare financial statement and footnote disclosures in accordance with GAAP outweighs the related benefits.

This communication is intended solely for the information and use of management, Plan Administrator, Board of Directors, and others within the Plan, and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,
Jones & Malhotra

A handwritten signature in dark ink that reads "Jones & Malhotra". The signature is written in a cursive, flowing style.

October 4, 2023
Los Angeles, California

JONES & MALHOTRA
Certified Public Accountants

Robert B. Jones Jr., CPA
Bobby Malhotra, CPA

Members: American Institute of CPAs • California Society of CPAs

October 4, 2023

To the Members of the Audit Committee and Board of Directors of
Skydance Productions, LLC 401(k) Profit Sharing Plan

We have audited the financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) for the year ended December 31, 2022, and have issued our report thereon dated August 16, 2023. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or information related to assets held for investment of the plan (investment information) by Transamerica Life Insurance Company, Inc. and Fidelity Management Trust Company, the custodian/trustee, which is a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. Our audit 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 ERISA-required supplemental schedules, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP. 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 GAAP. Professional standards require that we provide you with information about our responsibilities under generally accepted standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated October 4, 2023. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Matters

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Skydance Productions, LLC 401(k) Profit Sharing Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2022. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The financial statement disclosures are neutral, consistent, and clear.

Form 5500 Procedures

We are required to obtain and read a substantially complete draft of Form 5500 prior to dating our auditor's report. The purpose of this procedure is to identify any material inconsistencies between the draft Form 5500 and the Plan's financial statements. We identified no material inconsistencies in performing and completing our audit.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a disagreement on a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated October 3, 2023.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Plan's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention. We also want to bring your attention to our correspondence dated October 4, 2023 addressed to the Plan administrator, in which we indicated material weaknesses in the Plan's internal control over financial reporting.

Other Matters

Our responsibility for the ERISA-required supplemental schedules accompanying the financial statements is to perform adequate procedures to evaluate whether the form and content of the ERISA-required supplemental schedules, other than that agreed to or derived from the certified investment information, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and whether the information in the supplemental schedules 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).

This information is intended solely for the use of members of the audit committee, board of directors and management of the Skydance Productions, LLC 401(k) Profit Sharing Plan and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

Jones & Malhotra

Skydance Productions, LLC 401(k) Profit Sharing Plan

Report on Financial Statements
(With Supplementary Information)

December 31, 2022 and 2021

Skydance Productions, LLC 401(k) Profit Sharing Plan

Financial Statements

December 31, 2022 and 2021

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Independent Auditors' Report

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

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

We have performed audits of the financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan, 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 statement 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 Skydance Productions, LLC 401(k) Profit Sharing Plan'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 1 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits 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 accompanying financial statements, 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.
- the information in the accompanying financial statements 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).

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). 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 Skydance Productions, LLC 401(k) Profit Sharing Plan 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 Skydance Productions, LLC 401 (k) Profit Sharing Plan'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 GAAS 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, misrepresentation, 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.

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

In performing an audit in accordance with GAAS, 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 the Skydance Productions, LLC 401(k) Profit Sharing Plan'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 Skydance Productions, LLC 401(k) Profit Sharing Plan'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.

Other Matter – Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule of Delinquent Participant Contributions as of December 31, 2022, are presented for purposes of additional analysis and are 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 schedules, 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

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

Other Matter – Supplemental Schedules Required by ERISA (continued)

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 GAAS. For information included in the supplemental schedules 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 schedules, we evaluated whether the supplemental schedules, 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 schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is 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 schedules 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).



August 16, 2023
Los Angeles, California

Skydance Productions, LLC 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2022 and 2021

	ASSETS	
	2022	2021
Investments, at fair value:		
Cash and cash equivalents	\$ 307	\$ -
Common collective trust	281,254	-
General investment contract	-	237,872
Pooled separate accounts	-	9,941,930
Registered investment companies	11,320,150	-
Total investments	11,601,711	10,179,802
Receivables:		
Notes receivable from participants	41,240	-
Participant contributions receivable	1,294	-
Employer contributions receivable	1,422,425	953,690
Total receivables	1,464,959	953,690
Net assets available for benefits	\$ 13,066,670	\$ 11,133,492

See accompanying notes to the financial statements

Skydance Productions, LLC 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2022

Additions:

Additions to net assets attributed to:

Investment income:

Net depreciation in fair value of:

Pooled separate accounts	\$ (1,615,302)	
--------------------------	----------------	--

Registered investment companies	(695,417)	
---------------------------------	-----------	--

Interest from cash equivalents	2	
--------------------------------	---	--

Interest from common collective trust	4,719	
---------------------------------------	-------	--

Interest from general investment contract	1,345	
---	-------	--

Dividends from registered investment companies	486,806	\$ (1,817,847)
--	---------	----------------

Interest income on notes receivable from participants		2,172
---	--	-------

Contributions from participants - salary deferrals		2,420,533
--	--	-----------

Contributions from participants - rollovers		716,935
---	--	---------

Contributions from employer		1,419,903
-----------------------------	--	-----------

Total additions		2,741,696
-----------------	--	-----------

Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	787,231	
-------------------------------	---------	--

Administration fees	21,287	808,518
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Net increase		1,933,178
--------------	--	-----------

Net assets available for benefits:

Beginning of year		11,133,492
-------------------	--	------------

End of year		\$ 13,066,670
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See accompanying notes to the financial statements

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements

December 31, 2022 and 2021

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Skydance Productions, LLC 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan, adopted as of January 1, 2015, is a defined contribution plan covering substantially all employees of Skydance Productions, LLC, Skydance Television, LLC, Skydance Interactive, LLC, and Skydance Animation, LLC, Skydance Animation Television, LLC, Skydance Sports, LLC, and Skydance Animation East, LLC, (collectively the “Employer”). Skydance Animation East, LLC and Skydance Sports, LLC adopted the Plan as of May 16, 2022. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Employer is responsible for oversight of the Plan. The Employer determines the appropriateness of the Plan’s investment offerings and monitors investment performance.

Eligibility

Employees who have attained 21 years of age and completed 1 year and 1,000 hours of service are eligible to participate in the Plan and receive an allocation of Employer contributions. Employees can enter the Plan at the beginning of each month immediately following satisfaction of the eligibility requirements.

Contributions

Each year participants may contribute a certain percentage of their pretax annual compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Employer may match, at its discretion, a fixed amount or a set percentage of each eligible employee’s contribution as determined by its board of directors. Additional amounts including a profit-sharing contribution may also be contributed at the option of the Employer. Contributions are subject to certain IRS limitations.

For the years ended December 31, 2022 and 2021, the Employer made safe-harbor contributions in amounts equal to 100% of each participant’s salary deferrals up to the first 4% of compensation. Employer safe-harbor contributions thus calculated aggregated \$1,422,425 and \$900,224 for the years ended December 31, 2022 and 2021, respectively. The Employer also made corrective qualified non-elective contributions in amounts equal to \$53,446 for the year ended December 31, 2021. The safe-harbor and corrective qualified non-elective contributions are fully vested with the participants.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) Plan earnings and charged with an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions and in Employer's safe-harbor and qualified non-elective contributions plus actual earnings thereon. Vesting in the Employer's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested in annual increments of 20 percent, vesting at 20 percent after the second year of credited service, and up to 100 percent after the sixth year of credited service.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a 10-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Normal retirement age is 65 years. The Plan does not permit early retirement.

Forfeited Accounts

The portion of an employee's interest that is not vested upon the employee's break in service is forfeited. The non-vested forfeited balance can be reallocated as of the end of the Plan year to participants in the same manner as Employer contributions or can be used to pay for Plan related expenses. As of December 31, 2022 and 2021, the balance in the forfeited non-vested account was \$0 and \$2,859, respectively. Also, \$2,522 from the forfeiture account was used to offset 2021 Employer contributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to 50 percent of their total vested balance, subject to a minimum of \$1,000 and a maximum of \$50,000. The notes are secured by the vested balance in the participant's account. The Plan provisions require a reasonable interest rate to be charged on the notes, and principal and interest to be paid ratably through regular payroll deductions. Interest charged on the one outstanding note was 5.25% and the note matures in December 2026.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Tax Status

The Plan is based on a volume submitter profit sharing 401(k) plan agreement. The Internal Revenue Service has issued an opinion letter dated June 30, 2020 granting approval to the volume submitter plan document. Under this arrangement the Plan is not obligated to file for a separate determination letter. Although the Plan has been amended, since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax 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 taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Administration

Effective May 16, 2022, the Plan engaged Fidelity Management Trust Company ("Fidelity") as the Plan trustee and the record keeper of the Plan. Prior to this change, Transamerica Life Insurance Company Inc. ("Transamerica") was the Plan custodian and Transamerica Retirement Services was the record keeper of the Plan. On May 15, 2022, Transamerica, the prior Plan custodian, liquidated all holdings from its various funds and transferred the assets to Fidelity. The assets of each fund within the Plan are invested under an arrangement with Fidelity, the trustee. Upon enrollment in the Plan, a participant may direct their contributions in the various investment options offered by Fidelity. Participants should carefully read the prospectus before investing in the various investment options offered under the Plan.

Related-Party Transactions and Party-in-Interest Transactions

Certain Plan investments are managed by Fidelity, the trustee, and Transamerica, the prior custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation/depreciation in fair value of investments, as they are paid through revenue sharing, rather than as a direct payment.

Certified Investments

Certified information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net appreciation/depreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity for the period May 16, 2022 through December 31, 2022 and Transamerica for the period January 1, 2022 through May 15, 2022.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the general investment contract and do not reflect the adjustment of the fully benefit-responsive investment contract from fair value to contract value as such adjustment was considered insignificant. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Contributions

Contributions from participants are recorded based on payroll withholdings during the year.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Employer determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See note on fair value measurements below. 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/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. These expenses include fees of the Plan custodian, third-party administrators, and accountants. Loan origination fees are paid directly by the borrowing participants. Other fees related to the administration of the Plan are included in administrative expenses and are charged to participants' accounts. Investment-related expenses are included in net appreciation/depreciation of fair value of investments.

Common Collective Trust / General Investment Contract with Insurance Company

The Plan has entered into a traditional fully benefit-responsive general investment contract (common collective trust) with Fidelity, the trustee, and Transamerica, the prior custodian. Fidelity and Transamerica maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The general investment contract (common collective trust) issuer is contractually obligated to repay the principal and specified interest rate that is guaranteed to the Plan.

Because the general investment (common collective trust) contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to such investment contract. The general investment (common collective trust) contract is presented on the face of the statements of net assets available for benefits at fair value without an adjustment to contract value as such adjustment was considered insignificant. Contract value, as reported to the Plan by Fidelity and Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the general investment contract at December 31, 2022 and 2021 was \$281,254 and \$237,872, respectively. The crediting rate is based on a formula established by the contract issuer. The crediting rate is reviewed on a quarterly basis for resetting.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Common Collective Trust / General Investment Contract with Insurance Company (continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, or (5) premature termination of the contract. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the Plan to transact at contract value with participants.

In addition, certain events allow the issuer to terminate the contract with the Plan and settle at an amount different from contract value. Such events include (a) an uncured violation of the Plan's investment guidelines, (b) a breach of material obligation under the contract, (c) a material misrepresentation, (d) a material amendment to the agreement without the consent of the issuer.

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 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

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 or 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Measurements (continued)

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

Registered investment companies (mutual funds): Held by Fidelity, the Plan trustee, and 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. 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.

Common collective trust: Held by Fidelity, the Plan trustee, are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Pooled separate accounts: (held by Transamerica as of December 31, 2021): Valued at the net asset value (NAV) of units of pooled separate accounts. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the pooled separate accounts, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

General investment contract: (held by Transamerica as of December 31, 2021): General investment contract (Transamerica Stable Value Advantage Option) is considered a Level 2 investment and categorized as cash equivalent.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value 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.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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
Registered investment companies	\$ 11,320,150	\$ -	\$ -	\$ 11,320,150
Common collective trust	-	281,254	-	281,254
Cash and cash equivalents	307	-	-	307
Investments at fair value	<u>\$ 11,320,457</u>	<u>\$ 281,254</u>	<u>\$ -</u>	<u>\$ 11,601,711</u>

	Assets at Fair Value as of December 31, 2021			
	(Level 1)	(Level 2)	(Level 3)	Total
Pooled separate accounts	\$ -	\$ 9,941,930	\$ -	\$ 9,941,930
General investment contract	-	237,872	-	237,872
Investments at fair value	<u>\$ -</u>	<u>\$ 10,179,802</u>	<u>\$ -</u>	<u>\$ 10,179,802</u>

NOTE 3 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer 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 would become 100 percent vested in their Employer contributions.

NOTE 4 - RISKS 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.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 5 - SUBSEQUENT EVENTS

As a result of Covid-19 coronavirus, economic uncertainties have arisen which could likely impact the operations of the Employer and the market values of the Plan's investments. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

The strike by members of WGA and SAG could potentially impact the revenue stream of production businesses like the Plan sponsor. It is unknown what impact the strike may have on benefits provided under the Plan including Employer contributions.

The Plan has evaluated subsequent events through August 16, 2023, the date the financial statements were available to be issued. The Plan is not aware of any other significant events that would have a material impact on its financial statements.

NOTE 6 – NON-EXEMPT TRANSACTIONS

During 2022, the Employer erroneously failed to remit participant salary deferrals aggregating \$1,294, to the Plan in a timely manner, as defined by ERISA. These contributions are considered non-exempt party-in-interest transactions which may result in the imposition of excise tax on the amount of the transactions. The Employer compensated participants for lost earnings and intends to pay all fines imposed including excise tax resulting from these late remittances. See attached supplemental schedule of delinquent participant contributions. The Employer believes that these non-exempt transactions do not affect the tax status determination of the Plan.

SUPPLEMENTAL SCHEDULES

Skydance Productions, LLC 401(k) Profit Sharing Plan
Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
As of December 31, 2022
Employer ID number 30-0572247, Plan number 001

(a)	(b) Identity of issue, 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
*	Fidelity Management Trust Company	AF Balanced R6	**	\$ 9,424
*	Fidelity Management Trust Company	Alger Cap Apprec Y	**	405,599
*	Fidelity Management Trust Company	C&S Real Estate Z	**	44,117
*	Fidelity Management Trust Company	DFA US Target Val I	**	9,818
*	Fidelity Management Trust Company	EV AC Smid Cap R6	**	233,402
*	Fidelity Management Trust Company	FID Freedom 2005 K6	**	2,075
*	Fidelity Management Trust Company	FID Freedom 2015 K6	**	6,500
*	Fidelity Management Trust Company	FID Freedom 2025 K6	**	791,580
*	Fidelity Management Trust Company	FID Freedom 2030 K6	**	393,616
*	Fidelity Management Trust Company	FID Freedom 2035 K6	**	827,562
*	Fidelity Management Trust Company	FID Freedom 2040 K6	**	1,292,989
*	Fidelity Management Trust Company	FID Freedom 2045 K6	**	1,516,855
*	Fidelity Management Trust Company	FID Freedom 2050 K6	**	1,331,540
*	Fidelity Management Trust Company	FID Freedom 2055 K6	**	595,478
*	Fidelity Management Trust Company	FID Freedom 2060 K6	**	307,274
*	Fidelity Management Trust Company	FID Freedom 2065 K6	**	5,826
*	Fidelity Management Trust Company	FID Freedom Inc K6	**	3,165
*	Fidelity Management Trust Company	FID Govt MMKT K6	**	307
*	Fidelity Management Trust Company	HTFD Sm Cap Grth R6	**	119,943
*	Fidelity Management Trust Company	Invs Amer Value R6	**	185,212
*	Fidelity Management Trust Company	INVS Comstock R6	**	541,006
*	Fidelity Management Trust Company	INVS Intl Dvtsd R6	**	342,286
*	Fidelity Management Trust Company	Pioneer Bond K	**	147,280
*	Fidelity Management Trust Company	RT NY Life AA CL 0	**	281,254
*	Fidelity Management Trust Company	TA Capital Growth R6	**	47,366
*	Fidelity Management Trust Company	TA Intl Equity R6	**	88,114
*	Fidelity Management Trust Company	Tmpl Global Bond R6	**	190,741
*	Fidelity Management Trust Company	TRP Retire I Bal I	**	17,958
*	Fidelity Management Trust Company	Vang Euro Stk Idx Ad	**	30,000
*	Fidelity Management Trust Company	Vang Midcap Idx Adm	**	90,881
*	Fidelity Management Trust Company	Vang Pac Stk Idx Adm	**	42,655
*	Fidelity Management Trust Company	Vang Sm Cap Idx Adm	**	118,242
*	Fidelity Management Trust Company	Vang Smcap Gr Idx Adm	**	66,913
*	Fidelity Management Trust Company	Vang Smcpvl Idx Adm	**	55,114
*	Fidelity Management Trust Company	Vang Tot BD Mkt Adm	**	117,040
*	Fidelity Management Trust Company	Vang Tot Stk Mkt Adm	**	1,342,579
* (1)	Fidelity Management Trust Company	Notes Receivable from Participants	**	41,240
Total				<u>\$ 11,642,951</u>

* Party-in-interest (as defined in the ERISA regulations)

** Cost omitted for participant directed investments

(1) Notes receivable from participants are secured by vested balances in the participant's account.
Terms range from 1 to 5 years unless it is for the purchase of a primary residence.
Reasonable interest is charged based on bank prime rate.

The above information has been certified by Fidelity Management Trust Company, the custodian, as complete and accurate.

See report of independent public accountants and accompanying notes to the financial statements.

Skydance Productions, LLC 401(k) Plan
Schedule H, Part IV, Line 4a
Schedule of Delinquent Participant Contributions
For the year ended December 31, 2022
Employer ID number 30-0572247, Plan number 001

Total That Constitute Nonexempt Prohibited Transactions						
Amount Withheld	Participant Contributions Transferred Late to Plan	Date Withheld	Date Remitted	Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program
						Contributions Pending Corrected in Voluntary Fiduciary Correction Program
						Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
\$ 40.00	1/31/2022	5/22/2023			\$ -	\$ 40.00
90.00	1/31/2022	5/22/2023			-	90.00
200.00	1/31/2022	5/22/2023			-	200.00
50.00	1/31/2022	5/22/2023			-	50.00
120.00	1/31/2022	5/22/2023			-	120.00
90.00	1/31/2022	5/22/2023			-	90.00
40.00	1/31/2022	5/22/2023			-	40.00
100.00	1/31/2022	5/22/2023			-	100.00
60.00	1/31/2022	5/22/2023			-	60.00
42.80	1/31/2022	5/22/2023			-	42.80
461.65	1/31/2022	5/22/2023			-	461.65
<u>\$ 1,294.45</u>					<u>\$ -</u>	<u>\$ 1,294.45</u>
						<u>\$ -</u>

See report of independent public accountants and accompanying notes to the financial statements.

JONES & MALHOTRA
Certified Public Accountants

Robert B. Jones Jr., CPA
Bobby Malhotra, CPA

Members: American Institute of CPAs • California Society of CPAs

October 4, 2023

Ms. Kathy Dossett
Executive Vice President of Human Resources
Skydance Productions, LLC 401(k) Profit Sharing Plan
2900 Olympic Blvd.
Santa Monica, CA 90404

Dear Ms. Dossett,

Please find enclosed a set of audited financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan as of and for the year ended December 31, 2022. Please remember to attach a copy of the audit report to Form 5500 when filing.

Also enclosed is a letter summarizing the scope of the audit engagement and the findings of the audit and a letter to management as required by audit standards.

I want to take this opportunity to let you know that we appreciate your business and always welcome your comments and questions.

Sincerely,
Jones & Malhotra



Bobby Malhotra

Enclosures

JONES & MALHOTRA
Certified Public Accountants

Robert B. Jones Jr., CPA
Bobby Malhotra, CPA

Members: American Institute of CPAs • California Society of CPAs

October 4, 2023

To the Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan

Except as discussed in the following paragraph, in planning and performing our audit of the financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan (the “Plan”), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as of and for the year ended December 31, 2022, in accordance with auditing standards generally accepted in the United States of America, we considered Skydance Productions, LLC 401(k) Profit Sharing Plan’s system of internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of issuing our report on the financial statements, but not for the purpose of expressing our opinion on the effectiveness of the Plan’s internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan’s internal control.

We were engaged to perform an ERISA Section 103(a)(3)(C) audit of those financial statements as permitted by 29 CFR 2520.103-8 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or information related to assets held for investment of the plan (investment information) by Transamerica Life Insurance Company, Inc., and Fidelity Management Trust Company, that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. Our audit also did not include a consideration of internal control relating to the investment information.

Our consideration of internal control was for the limited purpose described in the preceding paragraphs and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies and, therefore, material weaknesses or significant deficiencies may exist that were not identified. However, as discussed below, we identified certain deficiencies in internal control that we consider to be material weaknesses and other deficiencies that we consider to be significant deficiencies.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies in internal control, such that there is a reasonable possibility that a material misstatement of the Plan’s financial statements will not be prevented or detected and corrected on a timely basis. We consider the following deficiencies in Skydance Productions, LLC 401(k) Profit Sharing Plan’s internal control to be material weaknesses:

Delinquent participant contributions

During the audit we noted that the Company did not remit timely participant salary deferrals. The delinquent participant salary deferrals in the aggregate amount of \$1,294, were remitted later than guidelines issued by the Department of Labor for such remittances. We suggest that the Plan sponsor timely remit participant contributions and loan repayments and periodically reconcile payroll records to trustee’s contributions.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiencies in Skydance Productions, LLC 401(k) Profit Sharing Plan's internal control to be significant deficiencies:

Financial Statements

As part of our standard audit procedures, we performed procedures to ensure that the Plan's financial statements and related footnote disclosures were prepared in accordance with accounting principles generally accepted in the United States of America (GAAP). Under Statement of Auditing Standards No. 112, "Communicating Internal Control Related Matters Identified in an Audit," we are required to assess management's ability to prepare financial statements and footnote disclosures that are in conformity with GAAP. Similar to other Plan sponsors with whom we have had experience of like size and structure, we recognize that management's focus is to operate the business and not to devote time and resources to maintaining highly technical accounting competencies within the employee benefit plan structure. Also similar to other such companies with whom we have had experience we recognize that management has determined that the cost of maintaining the internal capabilities necessary to prepare financial statement and footnote disclosures in accordance with GAAP outweighs the related benefits.

This communication is intended solely for the information and use of management, Plan Administrator, Board of Directors, and others within the Plan, and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,
Jones & Malhotra

A handwritten signature in dark ink that reads "Jones & Malhotra". The signature is written in a cursive, flowing style.

October 4, 2023
Los Angeles, California

JONES & MALHOTRA
Certified Public Accountants

Robert B. Jones Jr., CPA
Bobby Malhotra, CPA

Members: American Institute of CPAs • California Society of CPAs

October 4, 2023

To the Members of the Audit Committee and Board of Directors of
Skydance Productions, LLC 401(k) Profit Sharing Plan

We have audited the financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) for the year ended December 31, 2022, and have issued our report thereon dated August 16, 2023. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or information related to assets held for investment of the plan (investment information) by Transamerica Life Insurance Company, Inc. and Fidelity Management Trust Company, the custodian/trustee, which is a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. Our audit 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 ERISA-required supplemental schedules, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP. 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 GAAP. Professional standards require that we provide you with information about our responsibilities under generally accepted standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our letter to you dated October 4, 2023. Professional standards also require that we communicate to you the following information related to our audit.

Significant Audit Matters

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Skydance Productions, LLC 401(k) Profit Sharing Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2022. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The financial statement disclosures are neutral, consistent, and clear.

Form 5500 Procedures

We are required to obtain and read a substantially complete draft of Form 5500 prior to dating our auditor's report. The purpose of this procedure is to identify any material inconsistencies between the draft Form 5500 and the Plan's financial statements. We identified no material inconsistencies in performing and completing our audit.

Difficulties Encountered in Performing the Audit

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management. Management has corrected all such misstatements. In addition, none of the misstatements detected as a result of audit procedures and corrected by management were material, either individually or in the aggregate, to the financial statements taken as a whole.

Disagreements with Management

For purposes of this letter, a disagreement with management is a disagreement on a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report. We are pleased to report that no such disagreements arose during the course of our audit.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated October 3, 2023.

Management Consultations with Other Independent Accountants

In some cases, management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves application of an accounting principle to the Plan's financial statements or a determination of the type of auditor's opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other Audit Findings or Issues

We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship and our responses were not a condition to our retention. We also want to bring your attention to our correspondence dated October 4, 2023 addressed to the Plan administrator, in which we indicated material weaknesses in the Plan's internal control over financial reporting.

Other Matters

Our responsibility for the ERISA-required supplemental schedules accompanying the financial statements is to perform adequate procedures to evaluate whether the form and content of the ERISA-required supplemental schedules, other than that agreed to or derived from the certified investment information, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and whether the information in the supplemental schedules 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).

This information is intended solely for the use of members of the audit committee, board of directors and management of the Skydance Productions, LLC 401(k) Profit Sharing Plan and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

Jones & Malhotra

Skydance Productions, LLC 401(k) Profit Sharing Plan

Report on Financial Statements
(With Supplementary Information)

December 31, 2022 and 2021

Skydance Productions, LLC 401(k) Profit Sharing Plan

Financial Statements

December 31, 2022 and 2021

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Independent Auditors' Report

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

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

We have performed audits of the financial statements of Skydance Productions, LLC 401(k) Profit Sharing Plan, 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 statement 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 Skydance Productions, LLC 401(k) Profit Sharing Plan'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 1 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits 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 accompanying financial statements, 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.
- the information in the accompanying financial statements 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).

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). 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 Skydance Productions, LLC 401(k) Profit Sharing Plan 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 Skydance Productions, LLC 401 (k) Profit Sharing Plan'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 GAAS 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, misrepresentation, 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.

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

In performing an audit in accordance with GAAS, 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 the Skydance Productions, LLC 401(k) Profit Sharing Plan'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 Skydance Productions, LLC 401(k) Profit Sharing Plan'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.

Other Matter – Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule of Delinquent Participant Contributions as of December 31, 2022, are presented for purposes of additional analysis and are 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 schedules, 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

Independent Auditors' Report (continued)

To the Participants and Plan Administrator of
Skydance Productions, LLC 401(k) Profit Sharing Plan:

Other Matter – Supplemental Schedules Required by ERISA (continued)

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 GAAS. For information included in the supplemental schedules 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 schedules, we evaluated whether the supplemental schedules, 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 schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, is 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 schedules 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).

Jones & Malhotra

August 16, 2023
Los Angeles, California

Skydance Productions, LLC 401(k) Profit Sharing Plan

Statements of Net Assets Available for Benefits

December 31, 2022 and 2021

	ASSETS	
	2022	2021
Investments, at fair value:		
Cash and cash equivalents	\$ 307	\$ -
Common collective trust	281,254	-
General investment contract	-	237,872
Pooled separate accounts	-	9,941,930
Registered investment companies	11,320,150	-
Total investments	11,601,711	10,179,802
Receivables:		
Notes receivable from participants	41,240	-
Participant contributions receivable	1,294	-
Employer contributions receivable	1,422,425	953,690
Total receivables	1,464,959	953,690
Net assets available for benefits	\$ 13,066,670	\$ 11,133,492

See accompanying notes to the financial statements

Skydance Productions, LLC 401(k) Profit Sharing Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2022

Additions:

Additions to net assets attributed to:

Investment income:

Net depreciation in fair value of:

Pooled separate accounts	\$ (1,615,302)	
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Registered investment companies	(695,417)	
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Interest from cash equivalents	2	
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Interest from common collective trust	4,719	
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Interest from general investment contract	1,345	
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Dividends from registered investment companies	486,806	\$ (1,817,847)
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Interest income on notes receivable from participants		2,172
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Contributions from participants - salary deferrals		2,420,533
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Contributions from participants - rollovers		716,935
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Contributions from employer		1,419,903
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Total additions		2,741,696
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Deductions:

Deductions from net assets attributed to:

Benefits paid to participants	787,231	
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Administration fees	21,287	808,518
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Net increase		1,933,178
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Net assets available for benefits:

Beginning of year		11,133,492
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End of year		\$ 13,066,670
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See accompanying notes to the financial statements

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements

December 31, 2022 and 2021

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Skydance Productions, LLC 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan, adopted as of January 1, 2015, is a defined contribution plan covering substantially all employees of Skydance Productions, LLC, Skydance Television, LLC, Skydance Interactive, LLC, and Skydance Animation, LLC, Skydance Animation Television, LLC, Skydance Sports, LLC, and Skydance Animation East, LLC, (collectively the “Employer”). Skydance Animation East, LLC and Skydance Sports, LLC adopted the Plan as of May 16, 2022. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Employer is responsible for oversight of the Plan. The Employer determines the appropriateness of the Plan’s investment offerings and monitors investment performance.

Eligibility

Employees who have attained 21 years of age and completed 1 year and 1,000 hours of service are eligible to participate in the Plan and receive an allocation of Employer contributions. Employees can enter the Plan at the beginning of each month immediately following satisfaction of the eligibility requirements.

Contributions

Each year participants may contribute a certain percentage of their pretax annual compensation as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). Participants direct the investment of their contributions into various investment options offered by the Plan. The Employer may match, at its discretion, a fixed amount or a set percentage of each eligible employee’s contribution as determined by its board of directors. Additional amounts including a profit-sharing contribution may also be contributed at the option of the Employer. Contributions are subject to certain IRS limitations.

For the years ended December 31, 2022 and 2021, the Employer made safe-harbor contributions in amounts equal to 100% of each participant’s salary deferrals up to the first 4% of compensation. Employer safe-harbor contributions thus calculated aggregated \$1,422,425 and \$900,224 for the years ended December 31, 2022 and 2021, respectively. The Employer also made corrective qualified non-elective contributions in amounts equal to \$53,446 for the year ended December 31, 2021. The safe-harbor and corrective qualified non-elective contributions are fully vested with the participants.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Employer's contribution and (b) Plan earnings and charged with an allocation of administrative expenses paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their contributions and in Employer's safe-harbor and qualified non-elective contributions plus actual earnings thereon. Vesting in the Employer's matching and discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is vested in annual increments of 20 percent, vesting at 20 percent after the second year of credited service, and up to 100 percent after the sixth year of credited service.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a 10-year period. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Normal retirement age is 65 years. The Plan does not permit early retirement.

Forfeited Accounts

The portion of an employee's interest that is not vested upon the employee's break in service is forfeited. The non-vested forfeited balance can be reallocated as of the end of the Plan year to participants in the same manner as Employer contributions or can be used to pay for Plan related expenses. As of December 31, 2022 and 2021, the balance in the forfeited non-vested account was \$0 and \$2,859, respectively. Also, \$2,522 from the forfeiture account was used to offset 2021 Employer contributions.

Notes Receivable from Participants

Participants may borrow from their fund accounts up to 50 percent of their total vested balance, subject to a minimum of \$1,000 and a maximum of \$50,000. The notes are secured by the vested balance in the participant's account. The Plan provisions require a reasonable interest rate to be charged on the notes, and principal and interest to be paid ratably through regular payroll deductions. Interest charged on the one outstanding note was 5.25% and the note matures in December 2026.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 1 - DESCRIPTION OF THE PLAN (continued)

Tax Status

The Plan is based on a volume submitter profit sharing 401(k) plan agreement. The Internal Revenue Service has issued an opinion letter dated June 30, 2020 granting approval to the volume submitter plan document. Under this arrangement the Plan is not obligated to file for a separate determination letter. Although the Plan has been amended, since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain tax 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 taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Administration

Effective May 16, 2022, the Plan engaged Fidelity Management Trust Company ("Fidelity") as the Plan trustee and the record keeper of the Plan. Prior to this change, Transamerica Life Insurance Company Inc. ("Transamerica") was the Plan custodian and Transamerica Retirement Services was the record keeper of the Plan. On May 15, 2022, Transamerica, the prior Plan custodian, liquidated all holdings from its various funds and transferred the assets to Fidelity. The assets of each fund within the Plan are invested under an arrangement with Fidelity, the trustee. Upon enrollment in the Plan, a participant may direct their contributions in the various investment options offered by Fidelity. Participants should carefully read the prospectus before investing in the various investment options offered under the Plan.

Related-Party Transactions and Party-in-Interest Transactions

Certain Plan investments are managed by Fidelity, the trustee, and Transamerica, the prior custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net appreciation/depreciation in fair value of investments, as they are paid through revenue sharing, rather than as a direct payment.

Certified Investments

Certified information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net appreciation/depreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity for the period May 16, 2022 through December 31, 2022 and Transamerica for the period January 1, 2022 through May 15, 2022.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits present the fair value of the general investment contract and do not reflect the adjustment of the fully benefit-responsive investment contract from fair value to contract value as such adjustment was considered insignificant. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Contributions

Contributions from participants are recorded based on payroll withholdings during the year.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value which is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Employer determines the Plan's valuation policies utilizing information provided by the investment advisers, custodians, and insurance company. See note on fair value measurements below. 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/depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Expenses

Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. These expenses include fees of the Plan custodian, third-party administrators, and accountants. Loan origination fees are paid directly by the borrowing participants. Other fees related to the administration of the Plan are included in administrative expenses and are charged to participants' accounts. Investment-related expenses are included in net appreciation/depreciation of fair value of investments.

Common Collective Trust / General Investment Contract with Insurance Company

The Plan has entered into a traditional fully benefit-responsive general investment contract (common collective trust) with Fidelity, the trustee, and Transamerica, the prior custodian. Fidelity and Transamerica maintain the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The general investment contract (common collective trust) issuer is contractually obligated to repay the principal and specified interest rate that is guaranteed to the Plan.

Because the general investment (common collective trust) contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to such investment contract. The general investment (common collective trust) contract is presented on the face of the statements of net assets available for benefits at fair value without an adjustment to contract value as such adjustment was considered insignificant. Contract value, as reported to the Plan by Fidelity and Transamerica, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the general investment contract at December 31, 2022 and 2021 was \$281,254 and \$237,872, respectively. The crediting rate is based on a formula established by the contract issuer. The crediting rate is reviewed on a quarterly basis for resetting.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Common Collective Trust / General Investment Contract with Insurance Company (continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA, or (5) premature termination of the contract. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the Plan to transact at contract value with participants.

In addition, certain events allow the issuer to terminate the contract with the Plan and settle at an amount different from contract value. Such events include (a) an uncured violation of the Plan's investment guidelines, (b) a breach of material obligation under the contract, (c) a material misrepresentation, (d) a material amendment to the agreement without the consent of the issuer.

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 measurements) and the lowest priority to unobservable inputs (level 3 measurements).

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 or 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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair Value Measurements (continued)

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

Registered investment companies (mutual funds): Held by Fidelity, the Plan trustee, and 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. 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.

Common collective trust: Held by Fidelity, the Plan trustee, are valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Pooled separate accounts: (held by Transamerica as of December 31, 2021): Valued at the net asset value (NAV) of units of pooled separate accounts. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the pooled separate accounts, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

General investment contract: (held by Transamerica as of December 31, 2021): General investment contract (Transamerica Stable Value Advantage Option) is considered a Level 2 investment and categorized as cash equivalent.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value 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.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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
Registered investment companies	\$ 11,320,150	\$ -	\$ -	\$ 11,320,150
Common collective trust	-	281,254	-	281,254
Cash and cash equivalents	307	-	-	307
Investments at fair value	<u>\$ 11,320,457</u>	<u>\$ 281,254</u>	<u>\$ -</u>	<u>\$ 11,601,711</u>

	Assets at Fair Value as of December 31, 2021			
	(Level 1)	(Level 2)	(Level 3)	Total
Pooled separate accounts	\$ -	\$ 9,941,930	\$ -	\$ 9,941,930
General investment contract	-	237,872	-	237,872
Investments at fair value	<u>\$ -</u>	<u>\$ 10,179,802</u>	<u>\$ -</u>	<u>\$ 10,179,802</u>

NOTE 3 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer 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 would become 100 percent vested in their Employer contributions.

NOTE 4 - RISKS 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.

Skydance Productions, LLC 401(k) Profit Sharing Plan

Notes to the Financial Statements (continued)

December 31, 2022 and 2021

NOTE 5 - SUBSEQUENT EVENTS

As a result of Covid-19 coronavirus, economic uncertainties have arisen which could likely impact the operations of the Employer and the market values of the Plan's investments. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

The strike by members of WGA and SAG could potentially impact the revenue stream of production businesses like the Plan sponsor. It is unknown what impact the strike may have on benefits provided under the Plan including Employer contributions.

The Plan has evaluated subsequent events through August 16, 2023, the date the financial statements were available to be issued. The Plan is not aware of any other significant events that would have a material impact on its financial statements.

NOTE 6 – NON-EXEMPT TRANSACTIONS

During 2022, the Employer erroneously failed to remit participant salary deferrals aggregating \$1,294, to the Plan in a timely manner, as defined by ERISA. These contributions are considered non-exempt party-in-interest transactions which may result in the imposition of excise tax on the amount of the transactions. The Employer compensated participants for lost earnings and intends to pay all fines imposed including excise tax resulting from these late remittances. See attached supplemental schedule of delinquent participant contributions. The Employer believes that these non-exempt transactions do not affect the tax status determination of the Plan.

SUPPLEMENTAL SCHEDULES

Skydance Productions, LLC 401(k) Profit Sharing Plan
Schedule H, Part IV, Line 4i
Schedule of Assets (Held at End of Year)
As of December 31, 2022
Employer ID number 30-0572247, Plan number 001

(a)	(b) Identity of issue, 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
*	Fidelity Management Trust Company	AF Balanced R6	**	\$ 9,424
*	Fidelity Management Trust Company	Alger Cap Apprec Y	**	405,599
*	Fidelity Management Trust Company	C&S Real Estate Z	**	44,117
*	Fidelity Management Trust Company	DFA US Target Val I	**	9,818
*	Fidelity Management Trust Company	EV AC Smid Cap R6	**	233,402
*	Fidelity Management Trust Company	FID Freedom 2005 K6	**	2,075
*	Fidelity Management Trust Company	FID Freedom 2015 K6	**	6,500
*	Fidelity Management Trust Company	FID Freedom 2025 K6	**	791,580
*	Fidelity Management Trust Company	FID Freedom 2030 K6	**	393,616
*	Fidelity Management Trust Company	FID Freedom 2035 K6	**	827,562
*	Fidelity Management Trust Company	FID Freedom 2040 K6	**	1,292,989
*	Fidelity Management Trust Company	FID Freedom 2045 K6	**	1,516,855
*	Fidelity Management Trust Company	FID Freedom 2050 K6	**	1,331,540
*	Fidelity Management Trust Company	FID Freedom 2055 K6	**	595,478
*	Fidelity Management Trust Company	FID Freedom 2060 K6	**	307,274
*	Fidelity Management Trust Company	FID Freedom 2065 K6	**	5,826
*	Fidelity Management Trust Company	FID Freedom Inc K6	**	3,165
*	Fidelity Management Trust Company	FID Govt MMKT K6	**	307
*	Fidelity Management Trust Company	HTFD Sm Cap Grth R6	**	119,943
*	Fidelity Management Trust Company	Invs Amer Value R6	**	185,212
*	Fidelity Management Trust Company	INVS Comstock R6	**	541,006
*	Fidelity Management Trust Company	INVS Intl Dvtsd R6	**	342,286
*	Fidelity Management Trust Company	Pioneer Bond K	**	147,280
*	Fidelity Management Trust Company	RT NY Life AA CL 0	**	281,254
*	Fidelity Management Trust Company	TA Capital Growth R6	**	47,366
*	Fidelity Management Trust Company	TA Intl Equity R6	**	88,114
*	Fidelity Management Trust Company	Tmpl Global Bond R6	**	190,741
*	Fidelity Management Trust Company	TRP Retire I Bal I	**	17,958
*	Fidelity Management Trust Company	Vang Euro Stk Idx Ad	**	30,000
*	Fidelity Management Trust Company	Vang Midcap Idx Adm	**	90,881
*	Fidelity Management Trust Company	Vang Pac Stk Idx Adm	**	42,655
*	Fidelity Management Trust Company	Vang Sm Cap Idx Adm	**	118,242
*	Fidelity Management Trust Company	Vang Smcap Gr Idx Adm	**	66,913
*	Fidelity Management Trust Company	Vang Smcpvl Idx Adm	**	55,114
*	Fidelity Management Trust Company	Vang Tot BD Mkt Adm	**	117,040
*	Fidelity Management Trust Company	Vang Tot Stk Mkt Adm	**	1,342,579
* (1)	Fidelity Management Trust Company	Notes Receivable from Participants	**	41,240
Total				<u>\$ 11,642,951</u>

* Party-in-interest (as defined in the ERISA regulations)

** Cost omitted for participant directed investments

(1) Notes receivable from participants are secured by vested balances in the participant's account.
Terms range from 1 to 5 years unless it is for the purchase of a primary residence.
Reasonable interest is charged based on bank prime rate.

The above information has been certified by Fidelity Management Trust Company, the custodian, as complete and accurate.

See report of independent public accountants and accompanying notes to the financial statements.

Skydance Productions, LLC 401(k) Plan
Schedule H, Part IV, Line 4a
Schedule of Delinquent Participant Contributions
For the year ended December 31, 2022
Employer ID number 30-0572247, Plan number 001

Total That Constitute Nonexempt Prohibited Transactions									
			Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Corrected in Voluntary Fiduciary Correction Program	Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51		
Participant Contributions Transferred Late to Plan									
Amount Withheld	Date Withheld	Date Remitted							
\$ 40.00	1/31/2022	5/22/2023	\$ -	\$ 40.00	\$ -	\$ -			
90.00	1/31/2022	5/22/2023	-	90.00	-	-			
200.00	1/31/2022	5/22/2023	-	200.00	-	-			
50.00	1/31/2022	5/22/2023	-	50.00	-	-			
120.00	1/31/2022	5/22/2023	-	120.00	-	-			
90.00	1/31/2022	5/22/2023	-	90.00	-	-			
40.00	1/31/2022	5/22/2023	-	40.00	-	-			
100.00	1/31/2022	5/22/2023	-	100.00	-	-			
60.00	1/31/2022	5/22/2023	-	60.00	-	-			
42.80	1/31/2022	5/22/2023	-	42.80	-	-			
461.65	1/31/2022	5/22/2023	-	461.65	-	-			
\$ 1,294.45			\$ -	\$ 1,294.45	\$ -	\$ -			

See report of independent public accountants and accompanying notes to the financial statements.

Skydance Productions, LLC 401(k) Plan
Schedule H, Part IV, Line 4a
Schedule of Delinquent Participant Contributions
For the year ended December 31, 2022
Employer ID number 30-0572247, Plan number 001

Total That Constitute Nonexempt Prohibited Transactions						
Amount Withheld	Participant Contributions Transferred Late to Plan	Date Withheld	Date Remitted	Check Here if Late Participant Loan Repayments Are Included	Contributions Not Corrected	Contributions Corrected Outside Voluntary Fiduciary Correction Program
						Contributions Pending Corrected in Voluntary Fiduciary Correction Program
						Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
\$ 40.00	1/31/2022	5/22/2023	\$ -	\$ 40.00	\$ -	\$ -
90.00	1/31/2022	5/22/2023	-	90.00	-	-
200.00	1/31/2022	5/22/2023	-	200.00	-	-
50.00	1/31/2022	5/22/2023	-	50.00	-	-
120.00	1/31/2022	5/22/2023	-	120.00	-	-
90.00	1/31/2022	5/22/2023	-	90.00	-	-
40.00	1/31/2022	5/22/2023	-	40.00	-	-
100.00	1/31/2022	5/22/2023	-	100.00	-	-
60.00	1/31/2022	5/22/2023	-	60.00	-	-
42.80	1/31/2022	5/22/2023	-	42.80	-	-
461.65	1/31/2022	5/22/2023	-	461.65	-	-
<u>\$ 1,294.45</u>			<u>\$ -</u>	<u>\$ 1,294.45</u>	<u>\$ -</u>	<u>\$ -</u>

See report of independent public accountants and accompanying notes to the financial statements.