

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>TTI INCORPORATED 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</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>TTI, INC.</u> <u>2441 NORTHEAST PARKWAY</u> <u>FORT WORTH, TX 76106</u>		
1c Effective date of plan <u>01/01/1989</u>		
2b Employer Identification Number (EIN) <u>20-8234316</u>		
2c Plan Sponsor's telephone number <u>817-740-9000</u>		
2d Business code (see instructions) <u>423600</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.	10/09/2023	STEPHANIE AYALA
	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 4765
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 4122
a(2) Total number of active participants at the end of the plan year		6a(2) 4607
b Retired or separated participants receiving benefits		6b 14
c Other retired or separated participants entitled to future benefits.....		6c 761
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 5382
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 7
f Total. Add lines 6d and 6e		6f 5389
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 5217
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (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) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE 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 TTI INCORPORATED 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TTI, INC.	D Employer Identification Number (EIN) 20-8234316	

Part I	Service Provider Information (see instructions)
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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)

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?
37 64 65	RECORDKEEPER	342509	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

STRATEGIC ADVISORS, INC.

04-2654524

(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	118698	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

GRANT THORTON

36-6055558

(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?
10	ACCOUNTANT/AUDITOR	34957	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 TTI INCORPORATED 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TTI, INC.		
D Employer Identification Number (EIN) 20-8234316		
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: MW 2050 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3367468-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8817669
a Name of MTIA, CCT, PSA, or 103-12 IE: MERCER INTL STOCK		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3158100-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8774414
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2025 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3292317-017	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23150237
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2040 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3334212-020	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15410649
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2060 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3428516-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3536123
a Name of MTIA, CCT, PSA, or 103-12 IE: SS S&P 500 INDEX K		
b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY		
c EIN-PN 90-0337987-388	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35506945
a Name of MTIA, CCT, PSA, or 103-12 IE: MERCER SMMDCP STOCK		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3183567-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19769519

a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2020 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3277570-016	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 12112018
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2055 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3408562-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7027326
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2065 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3546834-026	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1578965
a Name of MTIA, CCT, PSA, or 103-12 IE: SS US BOND INDEX K		
b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY		
c EIN-PN 90-0337987-462	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10229169
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STBL VAL B1		
b Name of sponsor of entity listed in (a): INVESCO TRUST COMPANY		
c EIN-PN 84-1142974-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13485500
a Name of MTIA, CCT, PSA, or 103-12 IE: MERCER DVSFD BOND		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3188218-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8182555
a Name of MTIA, CCT, PSA, or 103-12 IE: MERCER LARGE CAP STK		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3153346-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29936477
a Name of MTIA, CCT, PSA, or 103-12 IE: MW TARGET DATE INC		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3224417-013	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1020229
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2015 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3269915-015	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2648342
a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2030 TARGET M		
b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC		
c EIN-PN 81-3306633-018	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 28883226

a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2035 TARGET M

b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC

c EIN-PN 81-3324865-019	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 22811903
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a Name of MTIA, CCT, PSA, or 103-12 IE: MW 2045 TARGET M

b Name of sponsor of entity listed in (a): MERCER TRUST COMPANY LLC

c EIN-PN 81-3355483-021	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11346211
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a Name of MTIA, CCT, PSA, or 103-12 IE: SS GACEQ EX-US IDX K

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN 90-0337987-456	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6760426
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a Name of MTIA, CCT, PSA, or 103-12 IE: SS REAL ASSET C

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN 90-0337987-280	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1625915
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a Name of MTIA, CCT, PSA, or 103-12 IE: SS RSL SMMDCP IDX K

b Name of sponsor of entity listed in (a): STATE STREET BANK & TRUST COMPANY

c EIN-PN 90-0337987-461	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5472708
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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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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
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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>TTI INCORPORATED 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TTI, INC.</u>		D Employer Identification Number (EIN) <u>20-8234316</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)	385168	514340
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	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)	4606098	4910753
(9) Value of interest in common/collective trusts.....	1c(9)	320137640	278086526
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	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	325128906	283511619

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	325128906	283511619
---	-----------	-----------	-----------

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)	11950468	
(B) Participants	2a(1)(B)	24383617	
(C) Others (including rollovers)	2a(1)(C)	2984720	
(2) Noncash contributions	2a(2)	0	39318805
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	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)	219633	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		219633
(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)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		-51417275
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-11878837
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	29237292	
(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)		29237292
f Corrective distributions (see instructions)	2f		4994
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)	118698	
(4) Other	2i(4)	377466	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		496164
j Total expenses. Add all expense amounts in column (b) and enter total	2j		29738450
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-41617287
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: GRANT THORNTON LLP

(2) EIN: 36-6055558

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		290834

	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.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

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

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

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

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

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 TTI INCORPORATED 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 TTI, INC.		D Employer Identification Number (EIN) 20-8234316
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		
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 _____

Financial Statements and Report of
Independent Certified Public
Accountants

TTI, Incorporated 401(k) Plan

December 31, 2022 and 2021

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees
TTI, Incorporated 401(k) Plan

Scope and nature of the ERISA Section 103(a)(3)(C) audit

We have performed audits of the financial statements of TTI, Incorporated 401(k) Plan (the "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 statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the 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 C 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).

Basis for opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (US 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 the 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 the 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 US 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, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US 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 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 the 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 delinquent participant contributions for the year ended December 31, 2022 and assets (held at end of year) as of December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such supplementary 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 the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included 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 US 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, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental 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).

Grant Thornton LLP

Dallas, Texas
October 9, 2023

TTI, Incorporated 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value	\$ 278,086,526	\$ 320,137,640
Receivables		
Employer contributions	514,340	385,168
Notes receivable from participants	<u>4,910,753</u>	<u>4,606,098</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 283,511,619</u></u>	<u><u>\$ 325,128,906</u></u>

The accompanying notes are an integral part of these financial statements.

TTI, Incorporated 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2022

Additions (deductions)

(Deductions from) additions to net assets attributed to

Investment gain (loss)

Net depreciation in fair value of investments

\$ (51,629,791)

Interest and dividends

212,516

Net investment loss

(51,417,275)

Interest income on notes receivable from participants

219,633

Contributions

Participants

24,383,617

Employer

11,950,468

Rollovers from participants' previous plans

2,984,720

Total contributions

39,318,805

(11,878,837)

Deductions

Deductions from net assets attributed to

Benefits paid to participants

29,242,286

Administrative expenses

496,164

Total deductions

29,738,450

NET DECREASE

(41,617,287)

Net assets available for benefits at beginning of the year

325,128,906

Net assets available for benefits at end of the year

\$ 283,511,619

The accompanying notes are an integral part of this financial statement.

TTI, Incorporated 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE A - DESCRIPTION OF THE PLAN

The following description of the TTI, Incorporated 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General and Eligibility

The Plan is a defined contribution plan available to all eligible employees of TTI, Incorporated (the “Company” or “Employer”). The Company is a wholly owned subsidiary of Berkshire Hathaway Inc. The Plan covers all eligible employees of the Company located in the United States of America. The Plan is administered by the 401(k) Plan Committee (the “Committee”) appointed by the Company. Mercer Investments LLC (“Mercer”) is the Plan’s Investment Advisor and is responsible for analyzing the performance of investment options and selecting new investment options to be offered under the Plan. Fidelity Management Trust Company (“Fidelity”) is the trustee of the Plan. Effective July 1, 2022, employees are eligible to participate in the Plan on the first day of the month after completing at least one month of service and attaining age 18. Prior to July 1, 2022, employees were eligible on the first day of the month after completing at least three months of service and attaining age 18. Once eligible, employees are automatically enrolled in the Plan unless the employee elects to not participate. Effective January 1, 2019, the Plan was converted from a traditional 401(k) to a safe harbor 401(k).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Contributions

Participants may make pre-tax and/or after-tax Roth contributions up to 70% of eligible compensation, as defined by the Plan, subject to the Internal Revenue Code (“IRC”) limitation of \$20,500 for 2022. Participants who are projected to be age 50 or older by the end of the calendar year and who are making contributions to the Plan are eligible to make additional pre-tax and/or after tax Roth catch-up contributions up to 75% of eligible compensation, as defined by the Plan, subject to the IRC limitation of \$6,500 for 2022. The Company’s matching contributions are a safe harbor match of 100% of the first 3% and 50% of the next 2% of participant contributions. Participants may also roll over amounts from other qualified defined benefit or defined contribution plans. New employees, except for rehired employees, are automatically enrolled in the Plan with a pre-tax deferral rate of 3% following an election period during which the employee could either opt out of the Plan or choose a different salary deferral percentage in a manner prescribed by the Plan Administrator. The Plan includes an annual increase program to auto enrollment, which annually increases the deferral rate by 1%, up to a maximum deferral rate of 10%, on the participant’s enrollment anniversary until changed by participant.

The Plan includes a match true-up feature to ensure employees get the maximum match available under the Plan. In the event the match as calculated on periodic payroll cycles does not equal the maximum match available under the Plan, the Company calculates and corrects the difference between the Company match contributions and the maximum match amount. The true-up match resulted in a receivable to the Plan of \$514,340 and \$385,168 for 2022 and 2021, respectively.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant’s vested balance in his or her account. For termination of service for other reason, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. The Plan provides for involuntary distributions for terminated employees with vested account balances of less than \$1,000. Terminated participant accounts with vested balances

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

between \$1,000 and \$5,000 are automatically rolled into an IRA account if the participant does not elect payment.

Other withdrawals from participants' account balances are allowed under specified circumstances, as defined in the Plan document.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, employer contributions, and an allocation of investment earnings, and charged with withdrawals, an allocation of investment losses, and administrative expenses. Participants may direct the investment of their account balances into the various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

The Plan includes a managed account option where participants may elect professional management of their account. Fees for these services are paid by the participant.

Vesting

Participants are immediately fully vested in their contributions and related earnings or losses. Prior to January 1, 2019 vesting in Employer contributions and related earnings and losses were based on years of continuous service and Participants became 100% vested after three years of credited service. Effective January 1, 2019, each active participant became immediately fully vested in their Employer safe harbor matching contributions. Vesting in nonelective Employer contributions are on a three-year cliff. However, no such nonelective Employer contributions were made for the years ending December 31, 2022 or 2021. A participant becomes 100% vested upon death, disability, or retirement.

Forfeited Accounts

Employer contributions forfeited by participants are used to reduce Employer contributions. At December 31, 2022 and 2021, forfeited non-vested accounts which had not yet been used to reduce employer contributions totaled approximately \$16,400 and \$18,300, respectively. During 2022, employer contributions were reduced by \$26,468 from forfeited non-vested accounts.

Notes Receivable from Participants

A participant who has an eligible (as defined) account balance of \$2,000 or more may request a loan. Loan amounts are limited to 50% of the participant's vested account balance and are secured by the participant's account balance. The minimum loan amount is \$1,000; the maximum loan amount is \$50,000. A participant may have only one loan outstanding at any time. The repayment terms of the loan may not exceed five years. Loans bear an interest rate as calculated by Fidelity's Loan Interest Rate service based on the Reuters prime rate plus 1.00% and are updated monthly. Loan repayments are generally made in the form of after-tax payroll deductions. The Plan considers a loan in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which the loan is considered past due. As of December 31, 2022, the interest rates for loans to participants ranged from 4.25% to 8.00% and mature through January 2028.

Plan Termination

Although it does not have the intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

TTI, Incorporated 401(k) Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2022 and 2021

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value 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. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net depreciation in fair value of investments includes the Plan's realized gains and losses on investments bought and sold as well as unrealized gains and losses on investments held during the year.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid principal balances. Accrued but unpaid interest is not material to the value of the loans. 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 or 2021. In the event of default, death, or disability, the entire outstanding principal and accrued interest is considered due and payable and is treated as a taxable distribution from the Plan if not repaid. 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.

Payment of Benefits

The Plan permits in-service withdrawals, as defined in the Plan document, subject to certain restrictions. Distributions for terminations are made in lump sums and are comprised of the market value of participants' contributions and vested Company contributions. Benefits are recorded when paid.

Administrative Expenses

Certain expenses incurred to administer the Plan are paid directly by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Loan establishment, loan maintenance, and short-term trading fees are paid by the Plan and are charged to the respective participant's account. Investment related expenses are included in net depreciation of fair value of investments.

The Plan's administrative fee structure with the investment adviser, Mercer, is a quarterly fee of \$15 (\$60 annually) per participant and is deducted from each of the participant accounts.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2023, the date the financial statements were available to be issued.

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE

The Company has elected the method of annual reporting compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, as Trustee of the Plan, has certified that all of the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments, at fair value and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Investment gain (loss) and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2022.
- Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022.

NOTE D - FAIR VALUE MEASUREMENTS

Fair value is defined as 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. Depending on the nature of the asset or liability, various techniques and assumptions can be used to estimate fair value. The definition of the fair value hierarchy is 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. Inputs include the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities (including assumptions about risk).

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.

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

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

Collective investment trust values are based on the net asset values ("NAV") of the collective trust funds as reported by the Mercer Trust Company LLC ("MTC"). MTC employs uniform valuation rules set forth in the MTC Trust agreement. As a practical expedient, the fair value of the funds is reported based on the NAV of the fund units since such fund units are not actively traded on a public market. The collective investment funds provide for daily redemptions by the Plan at reported NAV per share, with no advance notice requirement. These funds are included as a reconciling item to the fair value table. There are no unfunded commitments.

Stable value funds generally invest in investment grade, fixed and floating rate securities, Guaranteed Investment Contracts ("GICs"), Separate Account GICs, and Security Backed Investment Contracts (sometimes called "wrap agreements"). These funds do not have a readily determinable fair value. Unit valuation occurs daily for those days that the financial markets are open. The unit value is determined by dividing the value of the net assets by the total number of units outstanding on the valuation date. This NAV calculation by the investment manager is used as a practical expedient to estimate fair value. The Invesco Stable Value Truest-Class B1 fund is included as a reconciling item to the fair value table. This fund includes a participant restriction prohibiting the direct exchange of this investment to a fund deemed by the contract issuers as a competing fund. Instead, the funds must first be exchanged to a non- competing fund for 90 days. There are no unfunded commitments.

The following tables reflect the balances of assets measured at fair value on a recurring basis by hierarchy level at December 31, 2022 and 2021:

	2022			
	Level 1	Level 2	Level 3	Total
Total investments in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at NAV				278,086,526
Total investments at fair value				<u>\$ 278,086,526</u>
	2021			
	Level 1	Level 2	Level 3	Total
Total investments in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at NAV				320,137,640
Total investments at fair value				<u>\$ 320,137,640</u>

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

NOTE E - INCOME TAX STATUS

The underlying standardized prototype plan received an opinion letter from the Internal Revenue Service ("IRS") dated June 30, 2020 stating the form of the plan is qualified under Section 401(a) of the IRC. The Plan has been amended since receiving the opinion letter. The Plan has not received an opinion letter specific to the Plan, as amended. However, the Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

U.S. GAAP requires the Company to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not to be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE F - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are managed by Mercer, the Investment Advisor, and therefore, these transactions qualify as exempt party-in-interest transactions. The Plan has notes receivable from participants, which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities, which are exposed to various risks, such as interest rate, market volatility, and credit risk. 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.

SUPPLEMENTAL SCHEDULES

TTI, Incorporated 401(k) Plan

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ending December 31, 2022

EIN: 20-8234316 / PLAN NUMBER: 001

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	
Check Here if Late Participant Loan Repayments are Included: X		Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP		
2022	\$ 290,834	\$ -	\$ 290,834	\$ -	\$	-

TTI, Incorporated 401(k) Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

EIN: 20-8234316 / PLAN #: 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
	State Street S&P 500 Index Non-Lending Series Fund Class K	Collective Investment Trust	**	\$ 35,506,945
*	Mercer Large Cap Stock Fund	Collective Investment Trust	**	29,936,477
*	MercerWise 2030 Target Date Fund-M	Collective Investment Trust	**	28,883,226
*	MercerWise 2025 Target Date Fund-M	Collective Investment Trust	**	23,150,237
*	MercerWise 2035 Target Date Fund-M	Collective Investment Trust	**	22,811,903
*	Mercer Small/Midcap Stock Fund	Collective Investment Trust	**	19,769,519
*	MercerWise 2040 Target Date Fund-M	Collective Investment Trust	**	15,410,649
	Invesco Stable Value Trust - Class B1	Stable Value Fund	**	13,485,500
*	MercerWise 2020 Target Date Fund-M	Collective Investment Trust	**	12,112,018
*	MercerWise 2045 Target Date Fund-M	Collective Investment Trust	**	11,346,211
	State Street U.S. Bond Index Non-Lending Series Fund Class K	Collective Investment Trust	**	10,229,169
*	MercerWise 2050 Target Date Fund-M	Collective Investment Trust	**	8,817,669
*	Mercer International Stock Fund	Collective Investment Trust	**	8,774,414
*	Mercer Diversified Bond Fund	Collective Investment Trust	**	8,182,555
*	MercerWise 2055 Target Date Fund-M	Collective Investment Trust	**	7,027,326
	State Street Global All Cap Equity Ex-US Index Non-Lending Series Fund Class K	Collective Investment Trust	**	6,760,426
	State Street Russell Small/Midcap Index Non-Lending Series Fund Class K	Collective Investment Trust	**	5,472,708
*	MercerWise 2060 Target Date Fund-M	Collective Investment Trust	**	3,536,123
*	MercerWise 2015 Target Date Fund-M	Collective Investment Trust	**	2,648,342
	State Street Real Asset Non-Lending Series Fund Class C	Collective Investment Trust	**	1,625,915
*	MercerWise 2065 Target Date Fund- M	Collective Investment Trust	**	1,578,965
*	MercerWise Target Date Income Fund-M	Collective Investment Trust	**	1,020,229
	Total investments, at fair value			<u>278,086,526</u>
*	Participant loans	Notes receivable from participants with interest rates ranging from 4.25% to 8.00% and mature through January 2028		<u>4,910,753</u>
				<u>\$ 282,997,279</u>

* Party-in-interest.

** Investments are participant-directed; thus cost information is not required.

Financial Statements and Report of
Independent Certified Public
Accountants

TTI, Incorporated 401(k) Plan

December 31, 2022 and 2021

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees
TTI, Incorporated 401(k) Plan

Scope and nature of the ERISA Section 103(a)(3)(C) audit

We have performed audits of the financial statements of TTI, Incorporated 401(k) Plan (the "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 statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the 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 C 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).

Basis for opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (US 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 the 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 the 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 US 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, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US 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 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 the 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 delinquent participant contributions for the year ended December 31, 2022 and assets (held at end of year) as of December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such supplementary 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 the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included 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 US 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, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental 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).

Grant Thornton LLP

Dallas, Texas
October 9, 2023

TTI, Incorporated 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2022</u>	<u>2021</u>
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Receivables		
Employer contributions	514,340	385,168
Notes receivable from participants	<u>4,910,753</u>	<u>4,606,098</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 283,511,619</u></u>	<u><u>\$ 325,128,906</u></u>

The accompanying notes are an integral part of these financial statements.

TTI, Incorporated 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2022

Additions (deductions)

(Deductions from) additions to net assets attributed to

Investment gain (loss)

Net depreciation in fair value of investments

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Interest and dividends

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Participants

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Benefits paid to participants

29,242,286

Administrative expenses

496,164

Total deductions

29,738,450

NET DECREASE

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The accompanying notes are an integral part of this financial statement.

TTI, Incorporated 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE A - DESCRIPTION OF THE PLAN

The following description of the TTI, Incorporated 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

General and Eligibility

The Plan is a defined contribution plan available to all eligible employees of TTI, Incorporated (the “Company” or “Employer”). The Company is a wholly owned subsidiary of Berkshire Hathaway Inc. The Plan covers all eligible employees of the Company located in the United States of America. The Plan is administered by the 401(k) Plan Committee (the “Committee”) appointed by the Company. Mercer Investments LLC (“Mercer”) is the Plan’s Investment Advisor and is responsible for analyzing the performance of investment options and selecting new investment options to be offered under the Plan. Fidelity Management Trust Company (“Fidelity”) is the trustee of the Plan. Effective July 1, 2022, employees are eligible to participate in the Plan on the first day of the month after completing at least one month of service and attaining age 18. Prior to July 1, 2022, employees were eligible on the first day of the month after completing at least three months of service and attaining age 18. Once eligible, employees are automatically enrolled in the Plan unless the employee elects to not participate. Effective January 1, 2019, the Plan was converted from a traditional 401(k) to a safe harbor 401(k).

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Contributions

Participants may make pre-tax and/or after-tax Roth contributions up to 70% of eligible compensation, as defined by the Plan, subject to the Internal Revenue Code (“IRC”) limitation of \$20,500 for 2022. Participants who are projected to be age 50 or older by the end of the calendar year and who are making contributions to the Plan are eligible to make additional pre-tax and/or after tax Roth catch-up contributions up to 75% of eligible compensation, as defined by the Plan, subject to the IRC limitation of \$6,500 for 2022. The Company’s matching contributions are a safe harbor match of 100% of the first 3% and 50% of the next 2% of participant contributions. Participants may also roll over amounts from other qualified defined benefit or defined contribution plans. New employees, except for rehired employees, are automatically enrolled in the Plan with a pre-tax deferral rate of 3% following an election period during which the employee could either opt out of the Plan or choose a different salary deferral percentage in a manner prescribed by the Plan Administrator. The Plan includes an annual increase program to auto enrollment, which annually increases the deferral rate by 1%, up to a maximum deferral rate of 10%, on the participant’s enrollment anniversary until changed by participant.

The Plan includes a match true-up feature to ensure employees get the maximum match available under the Plan. In the event the match as calculated on periodic payroll cycles does not equal the maximum match available under the Plan, the Company calculates and corrects the difference between the Company match contributions and the maximum match amount. The true-up match resulted in a receivable to the Plan of \$514,340 and \$385,168 for 2022 and 2021, respectively.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant’s vested balance in his or her account. For termination of service for other reason, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. The Plan provides for involuntary distributions for terminated employees with vested account balances of less than \$1,000. Terminated participant accounts with vested balances

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

between \$1,000 and \$5,000 are automatically rolled into an IRA account if the participant does not elect payment.

Other withdrawals from participants' account balances are allowed under specified circumstances, as defined in the Plan document.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, employer contributions, and an allocation of investment earnings, and charged with withdrawals, an allocation of investment losses, and administrative expenses. Participants may direct the investment of their account balances into the various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

The Plan includes a managed account option where participants may elect professional management of their account. Fees for these services are paid by the participant.

Vesting

Participants are immediately fully vested in their contributions and related earnings or losses. Prior to January 1, 2019 vesting in Employer contributions and related earnings and losses were based on years of continuous service and Participants became 100% vested after three years of credited service. Effective January 1, 2019, each active participant became immediately fully vested in their Employer safe harbor matching contributions. Vesting in nonelective Employer contributions are on a three-year cliff. However, no such nonelective Employer contributions were made for the years ending December 31, 2022 or 2021. A participant becomes 100% vested upon death, disability, or retirement.

Forfeited Accounts

Employer contributions forfeited by participants are used to reduce Employer contributions. At December 31, 2022 and 2021, forfeited non-vested accounts which had not yet been used to reduce employer contributions totaled approximately \$16,400 and \$18,300, respectively. During 2022, employer contributions were reduced by \$26,468 from forfeited non-vested accounts.

Notes Receivable from Participants

A participant who has an eligible (as defined) account balance of \$2,000 or more may request a loan. Loan amounts are limited to 50% of the participant's vested account balance and are secured by the participant's account balance. The minimum loan amount is \$1,000; the maximum loan amount is \$50,000. A participant may have only one loan outstanding at any time. The repayment terms of the loan may not exceed five years. Loans bear an interest rate as calculated by Fidelity's Loan Interest Rate service based on the Reuters prime rate plus 1.00% and are updated monthly. Loan repayments are generally made in the form of after-tax payroll deductions. The Plan considers a loan in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which the loan is considered past due. As of December 31, 2022, the interest rates for loans to participants ranged from 4.25% to 8.00% and mature through January 2028.

Plan Termination

Although it does not have the intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

TTI, Incorporated 401(k) Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2022 and 2021

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value 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. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net depreciation in fair value of investments includes the Plan's realized gains and losses on investments bought and sold as well as unrealized gains and losses on investments held during the year.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid principal balances. Accrued but unpaid interest is not material to the value of the loans. 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 or 2021. In the event of default, death, or disability, the entire outstanding principal and accrued interest is considered due and payable and is treated as a taxable distribution from the Plan if not repaid. 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.

Payment of Benefits

The Plan permits in-service withdrawals, as defined in the Plan document, subject to certain restrictions. Distributions for terminations are made in lump sums and are comprised of the market value of participants' contributions and vested Company contributions. Benefits are recorded when paid.

Administrative Expenses

Certain expenses incurred to administer the Plan are paid directly by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Loan establishment, loan maintenance, and short-term trading fees are paid by the Plan and are charged to the respective participant's account. Investment related expenses are included in net depreciation of fair value of investments.

The Plan's administrative fee structure with the investment adviser, Mercer, is a quarterly fee of \$15 (\$60 annually) per participant and is deducted from each of the participant accounts.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2023, the date the financial statements were available to be issued.

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE

The Company has elected the method of annual reporting compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, as Trustee of the Plan, has certified that all of the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments, at fair value and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Investment gain (loss) and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2022.
- Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022.

NOTE D - FAIR VALUE MEASUREMENTS

Fair value is defined as 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. Depending on the nature of the asset or liability, various techniques and assumptions can be used to estimate fair value. The definition of the fair value hierarchy is 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. Inputs include the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities (including assumptions about risk).

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.

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

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

Collective investment trust values are based on the net asset values ("NAV") of the collective trust funds as reported by the Mercer Trust Company LLC ("MTC"). MTC employs uniform valuation rules set forth in the MTC Trust agreement. As a practical expedient, the fair value of the funds is reported based on the NAV of the fund units since such fund units are not actively traded on a public market. The collective investment funds provide for daily redemptions by the Plan at reported NAV per share, with no advance notice requirement. These funds are included as a reconciling item to the fair value table. There are no unfunded commitments.

Stable value funds generally invest in investment grade, fixed and floating rate securities, Guaranteed Investment Contracts ("GICs"), Separate Account GICs, and Security Backed Investment Contracts (sometimes called "wrap agreements"). These funds do not have a readily determinable fair value. Unit valuation occurs daily for those days that the financial markets are open. The unit value is determined by dividing the value of the net assets by the total number of units outstanding on the valuation date. This NAV calculation by the investment manager is used as a practical expedient to estimate fair value. The Invesco Stable Value Truest-Class B1 fund is included as a reconciling item to the fair value table. This fund includes a participant restriction prohibiting the direct exchange of this investment to a fund deemed by the contract issuers as a competing fund. Instead, the funds must first be exchanged to a non- competing fund for 90 days. There are no unfunded commitments.

The following tables reflect the balances of assets measured at fair value on a recurring basis by hierarchy level at December 31, 2022 and 2021:

	2022			
	Level 1	Level 2	Level 3	Total
Total investments in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at NAV				278,086,526
Total investments at fair value				<u>\$ 278,086,526</u>
	2021			
	Level 1	Level 2	Level 3	Total
Total investments in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at NAV				320,137,640
Total investments at fair value				<u>\$ 320,137,640</u>

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

NOTE E - INCOME TAX STATUS

The underlying standardized prototype plan received an opinion letter from the Internal Revenue Service ("IRS") dated June 30, 2020 stating the form of the plan is qualified under Section 401(a) of the IRC. The Plan has been amended since receiving the opinion letter. The Plan has not received an opinion letter specific to the Plan, as amended. However, the Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

U.S. GAAP requires the Company to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not to be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE F - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are managed by Mercer, the Investment Advisor, and therefore, these transactions qualify as exempt party-in-interest transactions. The Plan has notes receivable from participants, which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities, which are exposed to various risks, such as interest rate, market volatility, and credit risk. 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.

SUPPLEMENTAL SCHEDULES

TTI, Incorporated 401(k) Plan

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ending December 31, 2022

EIN: 20-8234316 / PLAN NUMBER: 001

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	
Check Here if Late Participant Loan Repayments are Included: X		Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP		
2022	\$ 290,834	\$ -	\$ 290,834	\$ -	\$	-

TTI, Incorporated 401(k) Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

EIN: 20-8234316 / PLAN #: 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
	State Street S&P 500 Index Non-Lending Series Fund Class K	Collective Investment Trust	**	\$ 35,506,945
*	Mercer Large Cap Stock Fund	Collective Investment Trust	**	29,936,477
*	MercerWise 2030 Target Date Fund-M	Collective Investment Trust	**	28,883,226
*	MercerWise 2025 Target Date Fund-M	Collective Investment Trust	**	23,150,237
*	MercerWise 2035 Target Date Fund-M	Collective Investment Trust	**	22,811,903
*	Mercer Small/Midcap Stock Fund	Collective Investment Trust	**	19,769,519
*	MercerWise 2040 Target Date Fund-M	Collective Investment Trust	**	15,410,649
	Invesco Stable Value Trust - Class B1	Stable Value Fund	**	13,485,500
*	MercerWise 2020 Target Date Fund-M	Collective Investment Trust	**	12,112,018
*	MercerWise 2045 Target Date Fund-M	Collective Investment Trust	**	11,346,211
	State Street U.S. Bond Index Non-Lending Series Fund Class K	Collective Investment Trust	**	10,229,169
*	MercerWise 2050 Target Date Fund-M	Collective Investment Trust	**	8,817,669
*	Mercer International Stock Fund	Collective Investment Trust	**	8,774,414
*	Mercer Diversified Bond Fund	Collective Investment Trust	**	8,182,555
*	MercerWise 2055 Target Date Fund-M	Collective Investment Trust	**	7,027,326
	State Street Global All Cap Equity Ex-US Index Non-Lending Series Fund Class K	Collective Investment Trust	**	6,760,426
	State Street Russell Small/Midcap Index Non-Lending Series Fund Class K	Collective Investment Trust	**	5,472,708
*	MercerWise 2060 Target Date Fund-M	Collective Investment Trust	**	3,536,123
*	MercerWise 2015 Target Date Fund-M	Collective Investment Trust	**	2,648,342
	State Street Real Asset Non-Lending Series Fund Class C	Collective Investment Trust	**	1,625,915
*	MercerWise 2065 Target Date Fund- M	Collective Investment Trust	**	1,578,965
*	MercerWise Target Date Income Fund-M	Collective Investment Trust	**	1,020,229
	Total investments, at fair value			<u>278,086,526</u>
*	Participant loans	Notes receivable from participants with interest rates ranging from 4.25% to 8.00% and mature through January 2028		<u>4,910,753</u>
				<u>\$ 282,997,279</u>

* Party-in-interest.

** Investments are participant-directed; thus cost information is not required.

Financial Statements and Report of
Independent Certified Public
Accountants

TTI, Incorporated 401(k) Plan

December 31, 2022 and 2021

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Trustees
TTI, Incorporated 401(k) Plan

Scope and nature of the ERISA Section 103(a)(3)(C) audit

We have performed audits of the financial statements of TTI, Incorporated 401(k) Plan (the "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 statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the 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 C 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).

Basis for opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (US 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 the 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 the 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 US 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, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with US 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 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 the 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 delinquent participant contributions for the year ended December 31, 2022 and assets (held at end of year) as of December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such supplementary 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 the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included 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 US 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, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental 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).

Grant Thornton LLP

Dallas, Texas
October 9, 2023

TTI, Incorporated 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	<u>2022</u>	<u>2021</u>
ASSETS		
Investments, at fair value	\$ 278,086,526	\$ 320,137,640
Receivables		
Employer contributions	514,340	385,168
Notes receivable from participants	<u>4,910,753</u>	<u>4,606,098</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 283,511,619</u></u>	<u><u>\$ 325,128,906</u></u>

The accompanying notes are an integral part of these financial statements.

TTI, Incorporated 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31, 2022

Additions (deductions)

(Deductions from) additions to net assets attributed to

Investment gain (loss)

Net depreciation in fair value of investments

\$ (51,629,791)

Interest and dividends

212,516

Net investment loss

(51,417,275)

Interest income on notes receivable from participants

219,633

Contributions

Participants

24,383,617

Employer

11,950,468

Rollovers from participants' previous plans

2,984,720

Total contributions

39,318,805

(11,878,837)

Deductions

Deductions from net assets attributed to

Benefits paid to participants

29,242,286

Administrative expenses

496,164

Total deductions

29,738,450

NET DECREASE

(41,617,287)

Net assets available for benefits at beginning of the year

325,128,906

Net assets available for benefits at end of the year

\$ 283,511,619

The accompanying notes are an integral part of this financial statement.

TTI, Incorporated 401(k) Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

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The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Contributions

Participants may make pre-tax and/or after-tax Roth contributions up to 70% of eligible compensation, as defined by the Plan, subject to the Internal Revenue Code (“IRC”) limitation of \$20,500 for 2022. Participants who are projected to be age 50 or older by the end of the calendar year and who are making contributions to the Plan are eligible to make additional pre-tax and/or after tax Roth catch-up contributions up to 75% of eligible compensation, as defined by the Plan, subject to the IRC limitation of \$6,500 for 2022. The Company’s matching contributions are a safe harbor match of 100% of the first 3% and 50% of the next 2% of participant contributions. Participants may also roll over amounts from other qualified defined benefit or defined contribution plans. New employees, except for rehired employees, are automatically enrolled in the Plan with a pre-tax deferral rate of 3% following an election period during which the employee could either opt out of the Plan or choose a different salary deferral percentage in a manner prescribed by the Plan Administrator. The Plan includes an annual increase program to auto enrollment, which annually increases the deferral rate by 1%, up to a maximum deferral rate of 10%, on the participant’s enrollment anniversary until changed by participant.

The Plan includes a match true-up feature to ensure employees get the maximum match available under the Plan. In the event the match as calculated on periodic payroll cycles does not equal the maximum match available under the Plan, the Company calculates and corrects the difference between the Company match contributions and the maximum match amount. The true-up match resulted in a receivable to the Plan of \$514,340 and \$385,168 for 2022 and 2021, respectively.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant’s vested balance in his or her account. For termination of service for other reason, a participant may receive the value of the vested interest in his or her account as a lump sum distribution. The Plan provides for involuntary distributions for terminated employees with vested account balances of less than \$1,000. Terminated participant accounts with vested balances

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

between \$1,000 and \$5,000 are automatically rolled into an IRA account if the participant does not elect payment.

Other withdrawals from participants' account balances are allowed under specified circumstances, as defined in the Plan document.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, employer contributions, and an allocation of investment earnings, and charged with withdrawals, an allocation of investment losses, and administrative expenses. Participants may direct the investment of their account balances into the various investment options offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

The Plan includes a managed account option where participants may elect professional management of their account. Fees for these services are paid by the participant.

Vesting

Participants are immediately fully vested in their contributions and related earnings or losses. Prior to January 1, 2019 vesting in Employer contributions and related earnings and losses were based on years of continuous service and Participants became 100% vested after three years of credited service. Effective January 1, 2019, each active participant became immediately fully vested in their Employer safe harbor matching contributions. Vesting in nonelective Employer contributions are on a three-year cliff. However, no such nonelective Employer contributions were made for the years ending December 31, 2022 or 2021. A participant becomes 100% vested upon death, disability, or retirement.

Forfeited Accounts

Employer contributions forfeited by participants are used to reduce Employer contributions. At December 31, 2022 and 2021, forfeited non-vested accounts which had not yet been used to reduce employer contributions totaled approximately \$16,400 and \$18,300, respectively. During 2022, employer contributions were reduced by \$26,468 from forfeited non-vested accounts.

Notes Receivable from Participants

A participant who has an eligible (as defined) account balance of \$2,000 or more may request a loan. Loan amounts are limited to 50% of the participant's vested account balance and are secured by the participant's account balance. The minimum loan amount is \$1,000; the maximum loan amount is \$50,000. A participant may have only one loan outstanding at any time. The repayment terms of the loan may not exceed five years. Loans bear an interest rate as calculated by Fidelity's Loan Interest Rate service based on the Reuters prime rate plus 1.00% and are updated monthly. Loan repayments are generally made in the form of after-tax payroll deductions. The Plan considers a loan in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which the loan is considered past due. As of December 31, 2022, the interest rates for loans to participants ranged from 4.25% to 8.00% and mature through January 2028.

Plan Termination

Although it does not have the intent to do so, the Company has the right to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan's termination, participants would become 100% vested in their accounts.

TTI, Incorporated 401(k) Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2022 and 2021

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared under the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value 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. Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net depreciation in fair value of investments includes the Plan's realized gains and losses on investments bought and sold as well as unrealized gains and losses on investments held during the year.

Notes Receivable from Participants

Notes receivable from participants are carried at their unpaid principal balances. Accrued but unpaid interest is not material to the value of the loans. 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 or 2021. In the event of default, death, or disability, the entire outstanding principal and accrued interest is considered due and payable and is treated as a taxable distribution from the Plan if not repaid. 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.

Payment of Benefits

The Plan permits in-service withdrawals, as defined in the Plan document, subject to certain restrictions. Distributions for terminations are made in lump sums and are comprised of the market value of participants' contributions and vested Company contributions. Benefits are recorded when paid.

Administrative Expenses

Certain expenses incurred to administer the Plan are paid directly by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Loan establishment, loan maintenance, and short-term trading fees are paid by the Plan and are charged to the respective participant's account. Investment related expenses are included in net depreciation of fair value of investments.

The Plan's administrative fee structure with the investment adviser, Mercer, is a quarterly fee of \$15 (\$60 annually) per participant and is deducted from each of the participant accounts.

Subsequent Events

The Plan has evaluated subsequent events through October 9, 2023, the date the financial statements were available to be issued.

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE

The Company has elected the method of annual reporting compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Fidelity, as Trustee of the Plan, has certified that all of the following data included in the accompanying financial statements and supplemental schedules is complete and accurate:

- Investments, at fair value and notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2022 and 2021.
- Investment gain (loss) and interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2022.
- Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022.

NOTE D - FAIR VALUE MEASUREMENTS

Fair value is defined as 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. Depending on the nature of the asset or liability, various techniques and assumptions can be used to estimate fair value. The definition of the fair value hierarchy is 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. Inputs include the Company's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities (including assumptions about risk).

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.

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

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

Collective investment trust values are based on the net asset values ("NAV") of the collective trust funds as reported by the Mercer Trust Company LLC ("MTC"). MTC employs uniform valuation rules set forth in the MTC Trust agreement. As a practical expedient, the fair value of the funds is reported based on the NAV of the fund units since such fund units are not actively traded on a public market. The collective investment funds provide for daily redemptions by the Plan at reported NAV per share, with no advance notice requirement. These funds are included as a reconciling item to the fair value table. There are no unfunded commitments.

Stable value funds generally invest in investment grade, fixed and floating rate securities, Guaranteed Investment Contracts ("GICs"), Separate Account GICs, and Security Backed Investment Contracts (sometimes called "wrap agreements"). These funds do not have a readily determinable fair value. Unit valuation occurs daily for those days that the financial markets are open. The unit value is determined by dividing the value of the net assets by the total number of units outstanding on the valuation date. This NAV calculation by the investment manager is used as a practical expedient to estimate fair value. The Invesco Stable Value Truest-Class B1 fund is included as a reconciling item to the fair value table. This fund includes a participant restriction prohibiting the direct exchange of this investment to a fund deemed by the contract issuers as a competing fund. Instead, the funds must first be exchanged to a non- competing fund for 90 days. There are no unfunded commitments.

The following tables reflect the balances of assets measured at fair value on a recurring basis by hierarchy level at December 31, 2022 and 2021:

	2022			
	Level 1	Level 2	Level 3	Total
Total investments in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at NAV				278,086,526
Total investments at fair value				<u>\$ 278,086,526</u>
	2021			
	Level 1	Level 2	Level 3	Total
Total investments in the fair value hierarchy	\$ -	\$ -	\$ -	\$ -
Investments measured at NAV				320,137,640
Total investments at fair value				<u>\$ 320,137,640</u>

TTI, Incorporated 401(k) Plan

NOTES TO FINANCIAL STATEMENTS - CONTINUED

December 31, 2022 and 2021

NOTE E - INCOME TAX STATUS

The underlying standardized prototype plan received an opinion letter from the Internal Revenue Service ("IRS") dated June 30, 2020 stating the form of the plan is qualified under Section 401(a) of the IRC. The Plan has been amended since receiving the opinion letter. The Plan has not received an opinion letter specific to the Plan, as amended. However, the Company believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

U.S. GAAP requires the Company to evaluate tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not to be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE F - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are managed by Mercer, the Investment Advisor, and therefore, these transactions qualify as exempt party-in-interest transactions. The Plan has notes receivable from participants, which qualify as parties-in-interest to the Plan and are exempt from prohibited transaction rules.

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities, which are exposed to various risks, such as interest rate, market volatility, and credit risk. 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.

SUPPLEMENTAL SCHEDULES

TTI, Incorporated 401(k) Plan

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ending December 31, 2022

EIN: 20-8234316 / PLAN NUMBER: 001

Participant Contributions Transferred Late to Plan		Total That Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51	
Check Here if Late Participant Loan Repayments are Included: X		Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP		
2022	\$ 290,834	\$ -	\$ 290,834	\$ -	\$	-

TTI, Incorporated 401(k) Plan

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

EIN: 20-8234316 / PLAN #: 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
	State Street S&P 500 Index Non-Lending Series Fund Class K	Collective Investment Trust	**	\$ 35,506,945
*	Mercer Large Cap Stock Fund	Collective Investment Trust	**	29,936,477
*	MercerWise 2030 Target Date Fund-M	Collective Investment Trust	**	28,883,226
*	MercerWise 2025 Target Date Fund-M	Collective Investment Trust	**	23,150,237
*	MercerWise 2035 Target Date Fund-M	Collective Investment Trust	**	22,811,903
*	Mercer Small/Midcap Stock Fund	Collective Investment Trust	**	19,769,519
*	MercerWise 2040 Target Date Fund-M	Collective Investment Trust	**	15,410,649
	Invesco Stable Value Trust - Class B1	Stable Value Fund	**	13,485,500
*	MercerWise 2020 Target Date Fund-M	Collective Investment Trust	**	12,112,018
*	MercerWise 2045 Target Date Fund-M	Collective Investment Trust	**	11,346,211
	State Street U.S. Bond Index Non-Lending Series Fund Class K	Collective Investment Trust	**	10,229,169
*	MercerWise 2050 Target Date Fund-M	Collective Investment Trust	**	8,817,669
*	Mercer International Stock Fund	Collective Investment Trust	**	8,774,414
*	Mercer Diversified Bond Fund	Collective Investment Trust	**	8,182,555
*	MercerWise 2055 Target Date Fund-M	Collective Investment Trust	**	7,027,326
	State Street Global All Cap Equity Ex-US Index Non-Lending Series Fund Class K	Collective Investment Trust	**	6,760,426
	State Street Russell Small/Midcap Index Non-Lending Series Fund Class K	Collective Investment Trust	**	5,472,708
*	MercerWise 2060 Target Date Fund-M	Collective Investment Trust	**	3,536,123
*	MercerWise 2015 Target Date Fund-M	Collective Investment Trust	**	2,648,342
	State Street Real Asset Non-Lending Series Fund Class C	Collective Investment Trust	**	1,625,915
*	MercerWise 2065 Target Date Fund- M	Collective Investment Trust	**	1,578,965
*	MercerWise Target Date Income Fund-M	Collective Investment Trust	**	1,020,229
	Total investments, at fair value			<u>278,086,526</u>
*	Participant loans	Notes receivable from participants with interest rates ranging from 4.25% to 8.00% and mature through January 2028		<u>4,910,753</u>
				<u>\$ 282,997,279</u>

* Party-in-interest.

** Investments are participant-directed; thus cost information is not required.