

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning <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>CLEAR STREET 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>CLEAR STREET MANAGEMENT LLC</u> <u>150 GREENWICH STREET</u> <u>45TH FLOOR</u> <u>NEW YORK, NY 10007</u>		
1c Effective date of plan <u>01/01/2021</u>		
2b Employer Identification Number (EIN) <u>36-3862498</u>		
2c Plan Sponsor's telephone number <u>646-845-0036</u>		
2d Business code (see instructions) <u>523900</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	TIMOTHY DUNHAM
	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		5 373
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) 318
a(2) Total number of active participants at the end of the plan year		6a(2) 414
b Retired or separated participants receiving benefits		6b 3
c Other retired or separated participants entitled to future benefits.....		6c 70
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 487
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 487
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 374
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 71
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 2H 2J 2K 2S 2T 2U 3B 3D 3F		
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 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>CLEAR STREET 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>CLEAR STREET MANAGEMENT LLC</u>	D Employer Identification Number (EIN) <u>36-3862498</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	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	047415
(2) Participant contributions.....		1b(2)	0125312
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	122304800625
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property)		1c(6)	
(7) Loans (other than to participants).....		1c(7)	
(8) Participant loans.....		1c(8)	138515161974
(9) Value of interest in common/collective trusts.....		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts.....		1c(11)	
(12) Value of interest in 103-12 investment entities		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	1320934814535155
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	13470167	15670481

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
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	13470167	15670481
---	-----------	----------	----------

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)	1794690	
(B) Participants	2a(1)(B)	4471291	
(C) Others (including rollovers)	2a(1)(C)	1113537	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7379518
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1768	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7406	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9174
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	345347	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		345347
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-3126305
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		4607734
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	699970	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		699970
f Corrective distributions (see instructions)	2f		32435
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	4770	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4770
j Total expenses. Add all expense amounts in column (b) and enter total	2j		737175
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3870559
l Transfers of assets:			
(1) To this plan	2l(1)		916401
(2) From this plan	2l(2)		2586646

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: WITHUMSMITH&BROWN, PC

(2) EIN: 22-2027092

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	

	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		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X		
4m	X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X		
4n	X		

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

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

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)
JUSTWORKS RETIREMENT SAVINGS PLAN	46-2283648	002

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 CLEAR STREET 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEAR STREET MANAGEMENT LLC		D Employer Identification Number (EIN) 36-3862498
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 0
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): 75-3182674		
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

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 _____

CLEAR STREET 401(K) PLAN
Financial Statements
December 31, 2022 and 2021
With Independent Auditor's Report

Clear Street 401(k) Plan
Table of Contents
December 31, 2022 and 2021

Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6-11
Supplementary Information	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	12

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Clear Street 401(k) Plan:

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

We have performed audits of the financial statements of Clear Street 401(k) 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 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Clear Street 401(k) 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 3 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 ("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 Clear Street 401(k) 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 Clear Street 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, 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 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 Clear Street 401(k) 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 Clear Street 401(k) 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 Matters – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Withum Smith & Brown, PC

September 29, 2023

Clear Street 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value		
Interest-bearing cash	\$ 800,625	\$ 122,304
Registered investment companies	<u>14,535,155</u>	<u>13,209,348</u>
Total investments, at fair value	<u>15,335,780</u>	<u>13,331,652</u>
Notes receivable from participants	<u>161,974</u>	<u>138,515</u>
Contributions receivable		
Participants	125,312	-
Employer	<u>47,415</u>	<u>-</u>
	<u>172,727</u>	<u>-</u>
Net assets available for benefits	<u>\$ 15,670,481</u>	<u>\$ 13,470,167</u>

The Notes to Financial Statements are an integral part of these statements.

Clear Street 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (3,126,305)
Interest and dividend income	<u>347,115</u>
Total investment income (loss)	<u>(2,779,190)</u>
 Interest income - notes receivable from participants	 <u>7,406</u>
 Contributions	
Participants	4,456,242
Employer	1,794,690
Rollovers	<u>1,113,537</u>
Total contributions	<u>7,364,469</u>
 Total additions (reductions)	 <u>4,592,685</u>

Deductions

Benefits paid	717,356
Administrative expenses	<u>4,770</u>
Total deductions	<u>722,126</u>

Net change in net assets available for benefits 3,870,559

Plan transfers in 916,401

Plan transfers out (2,586,646)

Net assets available for benefits

Beginning of year	<u>13,470,167</u>
 End of year	 <u>\$ 15,670,481</u>

The Notes to Financial Statements are an integral part of this statement.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF PLAN

The following brief description of the Clear Street 401(k) Plan (the "Plan") is provided for information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan adopted on January 1, 2021, with the commencement date of plan operations deferred to July 15, 2021, covering substantially all employees of Clear Street Management and certain participating employers (collectively the "Company" or "Employers"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Transfers

In December 2021, certain agreements were executed by Alpine Global Management, LLC and Highland Capital Group, LLC to cease participation in the Plan effective December 31, 2021. Assets related to such cessation were transferred out of the Plan in June 2022 in the amount of \$2,586,646 and is included in the accompanying statement of changes in net assets available for benefits.

In August 2022, the Company executed a merger and transfer of plan assets agreement with a related employer allowing for such employer to participate in the Plan. In connection with the agreement, assets in the amount of \$916,401 were transferred into the Plan in August and October 2022.

Eligibility Requirements

An employee is eligible to participate in the plan by attaining 18 years of age. Additionally, a three-month service period is also required for discretionary nonelective employer contributions. Eligible employees may enter into the Plan on the first day of the month coinciding with or next following satisfaction of eligibility requirements.

Contributions

Each year, participants may contribute pre-tax or post-tax amounts up to established limits under Internal Revenue Service ("IRS") regulations as defined in the Plan document. Unless an affirmative election is made by the participants, an eligible employee is automatically enrolled to defer 8% of eligible compensation with no auto-escalation thereafter. Participant contributions to the Plan include (a) employee contributions equal to the amount of total compensation that each participant defers, (b) catch-up contributions for participants who have attained age 50, and (c) amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions in any calendar year may not exceed the limit specified by the Internal Revenue Code ("IRC"). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for discretionary employer matching contributions determined by a flexible discretionary formula as well as discretionary nonelective employer contributions. An employee is eligible for discretionary nonelective employer contributions following three months of service with the Company. During the year ended December 31, 2022, while no discretionary nonelective employer contributions were made, the Company provided for a discretionary employer matching contributions equal to 100% up to 4% of participants' eligible compensation capped at \$8,000 which totaled \$1,794,690.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and allocations of Plan earnings. Participant accounts are charged with participant distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All employee contributions, as well as earnings thereon, are 100% vested immediately. Unless the participant's entire interest is fully vested due to death or disability, their discretionary employer matching contributions and discretionary nonelective employer contributions follow the following vesting schedule:

<u>Year of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	50%
2 years	75%
3 years	100%

Payment of Benefits

Upon termination of service, death, disability, retirement, or attaining age 59½, a participant may elect to receive a lump-sum distribution equal to all or a portion of the participant's vested interest in his or her account. In the case of severance of employment, the vested account balance may be distributed as soon as administratively feasible, as defined in the Plan document.

Hardship Benefits

The Plan allows for "hardship withdrawals" of participant accounts based upon any of the following criteria:

- The payment of expenses for medical care (described in Section 213(d) of the Internal Revenue Code) previously incurred by the participant, spouse, or dependent;
- The purchase of a principal residence for the participant (excluding mortgage payments);
- The payment of tuition and related educational fees for the next 12 months of post-secondary education for the participant, spouse, or dependent;
- The payment necessary to prevent eviction from principal residence or foreclosure on the mortgage of the participant's principal residence;
- The payment of funeral or burial expenses for the participant's deceased parent, spouse, child or dependent;
- The payment of expenses to repair damage to principal residence that would qualify for a casualty loss deduction under Code Section 165;
- Any other financial need determined to be immediate and heavy under rules and regulations issued by the Secretary of Treasury provided that any such financial need shall constitute an immediate and heavy financial need under the terms of the Plan document.

Administrative Expenses

Certain expenses incurred from maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Participants are charged for loan and investment fees. In addition, certain investment related expenses have been offset with investment income (loss) and are not readily determinable.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes Receivable from Participants

Participants may obtain loans from the vested balances in their accounts. The maximum amount of the loan cannot exceed the lesser of a) \$50,000 or b) 50% of the participant's vested account balance. Interest and principal repayments are credited directly to the borrower's respective account and are repaid through payroll deductions. The loans bear interest at a rate equal to 2% above the prime rate at the time of origination and will be fixed for the duration of the loan. Interest rates ranged from 4.25% to 7.50% as of December 31, 2022.

Forfeited Accounts

Forfeitures are maintained by the Plan and may be used to reduce future employer contributions or pay for plan expenses. As of December 31, 2022 and 2021, non-vested forfeiture accounts amounted to \$161,990 and \$88,557, respectively. During the year ended December 31, 2022, no forfeitures were utilized to fund employer contributions nor pay plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Under this method of accounting, contributions and investment income are recorded when earned, and expenses are recorded when incurred.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's 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. See Note 4 for discussion of fair value measurements.

Investment transactions are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Gains and losses on sale of investments are based on the average cost method. The net depreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits includes the total change in unrealized gains (losses) of investments held at year end plus realized gains (losses) on investments sold during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Newport Trust Company (the "Trustee") has certified the completeness and accuracy of all investments as of December 31, 2022 and 2021 in the accompanying statements of net assets available for benefits and the net depreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2022 in the accompanying statement of changes in net assets available for benefits, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2022. No auditing procedures were performed by the independent auditors as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the Trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. Based on information provided and certified by the Trustee, there are no fixed income obligations, leases or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2022 and 2021.

4. FAIR VALUE ACCOUNTING

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

Registered investment companies and interest-bearing cash: Shares of registered investment companies and interest-bearing cash (money market mutual fund) are valued based on the quoted market prices that are available on an active market. These are priced daily.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

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

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

2022				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 800,625	\$ -	\$ -	\$ 800,625
Registered investment companies	14,535,155	-	-	14,535,155
Total investments at fair value	<u>\$ 15,335,780</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,335,780</u>

2021				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 122,304	\$ -	\$ -	\$ 122,304
Registered investment companies	13,209,348	-	-	13,209,348
Total investments at fair value	<u>\$ 13,331,652</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,331,652</u>

5. PARTY-IN-INTEREST TRANSACTIONS

Administrative expenses paid to the Trustee by the Plan totaled \$4,770. In addition, investment related fees are included in investment income (loss) and are not readily determinable. Notes receivable from participants are transactions with participants; these loan transactions qualify as exempt party-in-interest transactions.

6. INCOME TAX STATUS

The Plan adopted a volume submitter plan which obtained its latest opinion letter on November 30, 2020, in which the Internal Revenue Service ("IRS") stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the opinion letter, the Employers believes the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. In addition, there have been no tax related interest or penalties for periods presented in these financial statements.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

7. RISKS AND UNCERTAINTIES

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

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

9. RECONCILIATION TO FORM 5500

The following is a reconciliation of participants contributions from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Contributions from participants per statement	
of changes in net assets available for benefits	\$ 4,456,242
Corrective distributions classified as contributions from participants	<u>15,049</u>
Contributions from participants per filed form 5500	<u>\$ 4,471,291</u>

The following is a reconciliation of benefits paid from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Benefits paid per statement	
of changes in net assets available for benefits	\$ 717,356
Corrective distributions classified as contributions from participants	<u>15,049</u>
Benefits paid per filed form 5500	<u>\$ 732,405</u>

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 29, 2023, which is the date the financial statements were available to be issued. Based on that evaluation, the Plan has determined that, except for the following, no other subsequent events have occurred which would require adjustment to or disclosure in the financial statements.

In May 2023, the Company decided to switch the trustee of the Plan from Newport Trust Company to Fidelity Management Trust Company. As a result, all of the Plan's assets were transferred over to the new trustee. All significant plan provisions remained the same.

SUPPLEMENTARY INFORMATION

Clear Street 401(k) Plan
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
EIN #36-3862498, Plan #001
December 31, 2022

(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
	<u>Interest-Bearing Cash</u>			
	Vanguard	Vanguard Federal Money Market Fund	\$ -	\$ 800,625
	<u>Registered Investment Companies</u>			
	American Century	American Century Emerging Markets Fund	-	42,593
	American Century	American Century Mid Cap Value Fund	-	60,405
	Carillon Scout	Carillon Scout Mid Cap Fund	-	31,088
	ClearBridge	ClearBridge Small Cap Growth Fund	-	101,512
	Cohen & Steers	Cohen & Steers Real Estate Securities Fund	-	94,096
	Columbia	Columbia Dividend Income Fund	-	110,284
	Fidelity	Fidelity 500 Index Fund	-	1,616,056
	Fidelity	Fidelity Emerging Markets Index Fund	-	156,005
	Fidelity	Fidelity Global ex U.S. Index Fund	-	232,753
	Fidelity	Fidelity International Bond Index Fund	-	21,050
	Fidelity	Fidelity Large Cap Growth Index Fund	-	928,792
	Fidelity	Fidelity Large Cap Value Index Fund	-	248,472
	Fidelity	Fidelity Mid Cap Growth Index Fund	-	154,173
	Fidelity	Fidelity Mid Cap Index Fund	-	169,538
	Fidelity	Fidelity Mid Cap Value Index Fund	-	97,203
	Fidelity	Fidelity Small Cap Growth Index Fund	-	133,798
	Fidelity	Fidelity Small Cap Index Fund	-	98,269
	Fidelity	Fidelity Small Cap Value Index Fund	-	66,512
	Fidelity	Fidelity U.S. Bond Index Fund	-	206,624
	Fuller & Thaler	Fuller & Thaler Behavioral Small-Cap Equity Fund	-	45,347
	JP Morgan	Undiscovered Managers Behavioral Value Fund	-	233,586
	MFS	MFS Growth Fund	-	61,862
	MFS	MFS International Diversification Fund	-	89,376
	MFS	MFS Mid Cap Growth Fund	-	39,894
	PIMCO	PIMCO Income Fund	-	68,847
	T.Rowe Price	T. Rowe Price Dividend Growth Fund	-	119,258
	Vanguard	Vanguard Target Retirement 2020 Fund	-	191,682
	Vanguard	Vanguard Target Retirement 2025 Fund	-	470,995
	Vanguard	Vanguard Target Retirement 2030 Fund	-	723,972
	Vanguard	Vanguard Target Retirement 2035 Fund	-	1,290,364
	Vanguard	Vanguard Target Retirement 2040 Fund	-	663,124
	Vanguard	Vanguard Target Retirement 2045 Fund	-	1,414,845
	Vanguard	Vanguard Target Retirement 2050 Fund	-	1,795,085
	Vanguard	Vanguard Target Retirement 2055 Fund	-	1,264,781
	Vanguard	Vanguard Target Retirement 2060 Fund	-	1,152,678
	Vanguard	Vanguard Target Retirement 2065 Fund	-	331,582
	Vanguard	Vanguard Target Retirement Income Fund	-	7,760
	Western Asset	Western Asset Core Bond Fund	-	894
			-	14,535,155
*	<u>Notes Receivable From Participants</u>		-	161,974
		Interest rates 4.25% - 7.50% maturing through 2032	-	
			\$ -	\$ 15,497,754

* Represents party-in-interest.

** Cost is not required for participant directed investments

(a) (b) (c) (d) (e) - Represent corresponding lines on form 5500 Schedule H, Part IV, Line 4i.

See Independent Auditor's Report.

Multiple Employer Plan Participating Employer Information

Clear Street 401(k) Plan
36-3862498
001

For the Plan Year Beginning 1/1/2022 and Ending 12/31/2022

Clear Street Management LLC	36-3862498	100.00%	\$ 15,335,763.78
			\$ -
			\$ -

CLEAR STREET 401(K) PLAN
Financial Statements
December 31, 2022 and 2021
With Independent Auditor's Report

Clear Street 401(k) Plan
Table of Contents
December 31, 2022 and 2021

Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6-11
Supplementary Information	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	12

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Clear Street 401(k) Plan:

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

We have performed audits of the financial statements of Clear Street 401(k) 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 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Clear Street 401(k) 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 3 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 ("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 Clear Street 401(k) 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 Clear Street 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, 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 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 Clear Street 401(k) 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 Clear Street 401(k) 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 Matters – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Withum Smith & Brown, PC

September 29, 2023

Clear Street 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value		
Interest-bearing cash	\$ 800,625	\$ 122,304
Registered investment companies	<u>14,535,155</u>	<u>13,209,348</u>
Total investments, at fair value	<u>15,335,780</u>	<u>13,331,652</u>
Notes receivable from participants	<u>161,974</u>	<u>138,515</u>
Contributions receivable		
Participants	125,312	-
Employer	<u>47,415</u>	<u>-</u>
	<u>172,727</u>	<u>-</u>
Net assets available for benefits	<u>\$ 15,670,481</u>	<u>\$ 13,470,167</u>

The Notes to Financial Statements are an integral part of these statements.

Clear Street 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (3,126,305)
Interest and dividend income	<u>347,115</u>
Total investment income (loss)	<u>(2,779,190)</u>
 Interest income - notes receivable from participants	 <u>7,406</u>
 Contributions	
Participants	4,456,242
Employer	1,794,690
Rollovers	<u>1,113,537</u>
Total contributions	<u>7,364,469</u>
 Total additions (reductions)	 <u>4,592,685</u>

Deductions

Benefits paid	717,356
Administrative expenses	<u>4,770</u>
Total deductions	<u>722,126</u>

Net change in net assets available for benefits 3,870,559

Plan transfers in 916,401

Plan transfers out (2,586,646)

Net assets available for benefits

Beginning of year	<u>13,470,167</u>
 End of year	 <u>\$ 15,670,481</u>

The Notes to Financial Statements are an integral part of this statement.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF PLAN

The following brief description of the Clear Street 401(k) Plan (the "Plan") is provided for information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan adopted on January 1, 2021, with the commencement date of plan operations deferred to July 15, 2021, covering substantially all employees of Clear Street Management and certain participating employers (collectively the "Company" or "Employers"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Transfers

In December 2021, certain agreements were executed by Alpine Global Management, LLC and Highland Capital Group, LLC to cease participation in the Plan effective December 31, 2021. Assets related to such cessation were transferred out of the Plan in June 2022 in the amount of \$2,586,646 and is included in the accompanying statement of changes in net assets available for benefits.

In August 2022, the Company executed a merger and transfer of plan assets agreement with a related employer allowing for such employer to participate in the Plan. In connection with the agreement, assets in the amount of \$916,401 were transferred into the Plan in August and October 2022.

Eligibility Requirements

An employee is eligible to participate in the plan by attaining 18 years of age. Additionally, a three-month service period is also required for discretionary nonelective employer contributions. Eligible employees may enter into the Plan on the first day of the month coinciding with or next following satisfaction of eligibility requirements.

Contributions

Each year, participants may contribute pre-tax or post-tax amounts up to established limits under Internal Revenue Service ("IRS") regulations as defined in the Plan document. Unless an affirmative election is made by the participants, an eligible employee is automatically enrolled to defer 8% of eligible compensation with no auto-escalation thereafter. Participant contributions to the Plan include (a) employee contributions equal to the amount of total compensation that each participant defers, (b) catch-up contributions for participants who have attained age 50, and (c) amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions in any calendar year may not exceed the limit specified by the Internal Revenue Code ("IRC"). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for discretionary employer matching contributions determined by a flexible discretionary formula as well as discretionary nonelective employer contributions. An employee is eligible for discretionary nonelective employer contributions following three months of service with the Company. During the year ended December 31, 2022, while no discretionary nonelective employer contributions were made, the Company provided for a discretionary employer matching contributions equal to 100% up to 4% of participants' eligible compensation capped at \$8,000 which totaled \$1,794,690.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and allocations of Plan earnings. Participant accounts are charged with participant distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All employee contributions, as well as earnings thereon, are 100% vested immediately. Unless the participant's entire interest is fully vested due to death or disability, their discretionary employer matching contributions and discretionary nonelective employer contributions follow the following vesting schedule:

<u>Year of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	50%
2 years	75%
3 years	100%

Payment of Benefits

Upon termination of service, death, disability, retirement, or attaining age 59½, a participant may elect to receive a lump-sum distribution equal to all or a portion of the participant's vested interest in his or her account. In the case of severance of employment, the vested account balance may be distributed as soon as administratively feasible, as defined in the Plan document.

Hardship Benefits

The Plan allows for "hardship withdrawals" of participant accounts based upon any of the following criteria:

- The payment of expenses for medical care (described in Section 213(d) of the Internal Revenue Code) previously incurred by the participant, spouse, or dependent;
- The purchase of a principal residence for the participant (excluding mortgage payments);
- The payment of tuition and related educational fees for the next 12 months of post-secondary education for the participant, spouse, or dependent;
- The payment necessary to prevent eviction from principal residence or foreclosure on the mortgage of the participant's principal residence;
- The payment of funeral or burial expenses for the participant's deceased parent, spouse, child or dependent;
- The payment of expenses to repair damage to principal residence that would qualify for a casualty loss deduction under Code Section 165;
- Any other financial need determined to be immediate and heavy under rules and regulations issued by the Secretary of Treasury provided that any such financial need shall constitute an immediate and heavy financial need under the terms of the Plan document.

Administrative Expenses

Certain expenses incurred from maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Participants are charged for loan and investment fees. In addition, certain investment related expenses have been offset with investment income (loss) and are not readily determinable.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes Receivable from Participants

Participants may obtain loans from the vested balances in their accounts. The maximum amount of the loan cannot exceed the lesser of a) \$50,000 or b) 50% of the participant's vested account balance. Interest and principal repayments are credited directly to the borrower's respective account and are repaid through payroll deductions. The loans bear interest at a rate equal to 2% above the prime rate at the time of origination and will be fixed for the duration of the loan. Interest rates ranged from 4.25% to 7.50% as of December 31, 2022.

Forfeited Accounts

Forfeitures are maintained by the Plan and may be used to reduce future employer contributions or pay for plan expenses. As of December 31, 2022 and 2021, non-vested forfeiture accounts amounted to \$161,990 and \$88,557, respectively. During the year ended December 31, 2022, no forfeitures were utilized to fund employer contributions nor pay plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Under this method of accounting, contributions and investment income are recorded when earned, and expenses are recorded when incurred.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's 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. See Note 4 for discussion of fair value measurements.

Investment transactions are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Gains and losses on sale of investments are based on the average cost method. The net depreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits includes the total change in unrealized gains (losses) of investments held at year end plus realized gains (losses) on investments sold during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Newport Trust Company (the "Trustee") has certified the completeness and accuracy of all investments as of December 31, 2022 and 2021 in the accompanying statements of net assets available for benefits and the net depreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2022 in the accompanying statement of changes in net assets available for benefits, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2022. No auditing procedures were performed by the independent auditors as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the Trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. Based on information provided and certified by the Trustee, there are no fixed income obligations, leases or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2022 and 2021.

4. FAIR VALUE ACCOUNTING

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

Registered investment companies and interest-bearing cash: Shares of registered investment companies and interest-bearing cash (money market mutual fund) are valued based on the quoted market prices that are available on an active market. These are priced daily.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

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

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

2022				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 800,625	\$ -	\$ -	\$ 800,625
Registered investment companies	14,535,155	-	-	14,535,155
Total investments at fair value	<u>\$ 15,335,780</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,335,780</u>
2021				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 122,304	\$ -	\$ -	\$ 122,304
Registered investment companies	13,209,348	-	-	13,209,348
Total investments at fair value	<u>\$ 13,331,652</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,331,652</u>

5. PARTY-IN-INTEREST TRANSACTIONS

Administrative expenses paid to the Trustee by the Plan totaled \$4,770. In addition, investment related fees are included in investment income (loss) and are not readily determinable. Notes receivable from participants are transactions with participants; these loan transactions qualify as exempt party-in-interest transactions.

6. INCOME TAX STATUS

The Plan adopted a volume submitter plan which obtained its latest opinion letter on November 30, 2020, in which the Internal Revenue Service ("IRS") stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the opinion letter, the Employers believes the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. In addition, there have been no tax related interest or penalties for periods presented in these financial statements.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

7. RISKS AND UNCERTAINTIES

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

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

9. RECONCILIATION TO FORM 5500

The following is a reconciliation of participants contributions from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Contributions from participants per statement	
of changes in net assets available for benefits	\$ 4,456,242
Corrective distributions classified as contributions from participants	<u>15,049</u>
Contributions from participants per filed form 5500	<u>\$ 4,471,291</u>

The following is a reconciliation of benefits paid from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Benefits paid per statement	
of changes in net assets available for benefits	\$ 717,356
Corrective distributions classified as contributions from participants	<u>15,049</u>
Benefits paid per filed form 5500	<u>\$ 732,405</u>

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 29, 2023, which is the date the financial statements were available to be issued. Based on that evaluation, the Plan has determined that, except for the following, no other subsequent events have occurred which would require adjustment to or disclosure in the financial statements.

In May 2023, the Company decided to switch the trustee of the Plan from Newport Trust Company to Fidelity Management Trust Company. As a result, all of the Plan's assets were transferred over to the new trustee. All significant plan provisions remained the same.

SUPPLEMENTARY INFORMATION

Clear Street 401(k) Plan
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
EIN #36-3862498, Plan #001
December 31, 2022

(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
	<u>Interest-Bearing Cash</u>			
	Vanguard	Vanguard Federal Money Market Fund	\$ -	\$ 800,625
	<u>Registered Investment Companies</u>			
	American Century	American Century Emerging Markets Fund	-	42,593
	American Century	American Century Mid Cap Value Fund	-	60,405
	Carillon Scout	Carillon Scout Mid Cap Fund	-	31,088
	ClearBridge	ClearBridge Small Cap Growth Fund	-	101,512
	Cohen & Steers	Cohen & Steers Real Estate Securities Fund	-	94,096
	Columbia	Columbia Dividend Income Fund	-	110,284
	Fidelity	Fidelity 500 Index Fund	-	1,616,056
	Fidelity	Fidelity Emerging Markets Index Fund	-	156,005
	Fidelity	Fidelity Global ex U.S. Index Fund	-	232,753
	Fidelity	Fidelity International Bond Index Fund	-	21,050
	Fidelity	Fidelity Large Cap Growth Index Fund	-	928,792
	Fidelity	Fidelity Large Cap Value Index Fund	-	248,472
	Fidelity	Fidelity Mid Cap Growth Index Fund	-	154,173
	Fidelity	Fidelity Mid Cap Index Fund	-	169,538
	Fidelity	Fidelity Mid Cap Value Index Fund	-	97,203
	Fidelity	Fidelity Small Cap Growth Index Fund	-	133,798
	Fidelity	Fidelity Small Cap Index Fund	-	98,269
	Fidelity	Fidelity Small Cap Value Index Fund	-	66,512
	Fidelity	Fidelity U.S. Bond Index Fund	-	206,624
	Fuller & Thaler	Fuller & Thaler Behavioral Small-Cap Equity Fund	-	45,347
	JP Morgan	Undiscovered Managers Behavioral Value Fund	-	233,586
	MFS	MFS Growth Fund	-	61,862
	MFS	MFS International Diversification Fund	-	89,376
	MFS	MFS Mid Cap Growth Fund	-	39,894
	PIMCO	PIMCO Income Fund	-	68,847
	T.Rowe Price	T. Rowe Price Dividend Growth Fund	-	119,258
	Vanguard	Vanguard Target Retirement 2020 Fund	-	191,682
	Vanguard	Vanguard Target Retirement 2025 Fund	-	470,995
	Vanguard	Vanguard Target Retirement 2030 Fund	-	723,972
	Vanguard	Vanguard Target Retirement 2035 Fund	-	1,290,364
	Vanguard	Vanguard Target Retirement 2040 Fund	-	663,124
	Vanguard	Vanguard Target Retirement 2045 Fund	-	1,414,845
	Vanguard	Vanguard Target Retirement 2050 Fund	-	1,795,085
	Vanguard	Vanguard Target Retirement 2055 Fund	-	1,264,781
	Vanguard	Vanguard Target Retirement 2060 Fund	-	1,152,678
	Vanguard	Vanguard Target Retirement 2065 Fund	-	331,582
	Vanguard	Vanguard Target Retirement Income Fund	-	7,760
	Western Asset	Western Asset Core Bond Fund	-	894
			-	14,535,155
*	<u>Notes Receivable From Participants</u>		-	161,974
		Interest rates 4.25% - 7.50% maturing through 2032	-	
			\$ -	\$ 15,497,754

* Represents party-in-interest.

** Cost is not required for participant directed investments

(a) (b) (c) (d) (e) - Represent corresponding lines on form 5500 Schedule H, Part IV, Line 4i.

See Independent Auditor's Report.

CLEAR STREET 401(K) PLAN
Financial Statements
December 31, 2022 and 2021
With Independent Auditor's Report

Clear Street 401(k) Plan
Table of Contents
December 31, 2022 and 2021

Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6-11
Supplementary Information	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	12

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Clear Street 401(k) Plan:

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

We have performed audits of the financial statements of Clear Street 401(k) 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 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Clear Street 401(k) 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 3 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 ("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 Clear Street 401(k) 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 Clear Street 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, 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 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 Clear Street 401(k) 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 Clear Street 401(k) 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 Matters – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Withum Smith & Brown, PC

September 29, 2023

Clear Street 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value		
Interest-bearing cash	\$ 800,625	\$ 122,304
Registered investment companies	<u>14,535,155</u>	<u>13,209,348</u>
Total investments, at fair value	<u>15,335,780</u>	<u>13,331,652</u>
Notes receivable from participants	<u>161,974</u>	<u>138,515</u>
Contributions receivable		
Participants	125,312	-
Employer	<u>47,415</u>	<u>-</u>
	<u>172,727</u>	<u>-</u>
Net assets available for benefits	<u>\$ 15,670,481</u>	<u>\$ 13,470,167</u>

The Notes to Financial Statements are an integral part of these statements.

Clear Street 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (3,126,305)
Interest and dividend income	<u>347,115</u>
Total investment income (loss)	<u>(2,779,190)</u>
 Interest income - notes receivable from participants	 <u>7,406</u>
 Contributions	
Participants	4,456,242
Employer	1,794,690
Rollovers	<u>1,113,537</u>
Total contributions	<u>7,364,469</u>
 Total additions (reductions)	 <u>4,592,685</u>

Deductions

Benefits paid	717,356
Administrative expenses	<u>4,770</u>
Total deductions	<u>722,126</u>

Net change in net assets available for benefits 3,870,559

Plan transfers in 916,401

Plan transfers out (2,586,646)

Net assets available for benefits

Beginning of year	<u>13,470,167</u>
 End of year	 <u>\$ 15,670,481</u>

The Notes to Financial Statements are an integral part of this statement.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF PLAN

The following brief description of the Clear Street 401(k) Plan (the "Plan") is provided for information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan adopted on January 1, 2021, with the commencement date of plan operations deferred to July 15, 2021, covering substantially all employees of Clear Street Management and certain participating employers (collectively the "Company" or "Employers"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Transfers

In December 2021, certain agreements were executed by Alpine Global Management, LLC and Highland Capital Group, LLC to cease participation in the Plan effective December 31, 2021. Assets related to such cessation were transferred out of the Plan in June 2022 in the amount of \$2,586,646 and is included in the accompanying statement of changes in net assets available for benefits.

In August 2022, the Company executed a merger and transfer of plan assets agreement with a related employer allowing for such employer to participate in the Plan. In connection with the agreement, assets in the amount of \$916,401 were transferred into the Plan in August and October 2022.

Eligibility Requirements

An employee is eligible to participate in the plan by attaining 18 years of age. Additionally, a three-month service period is also required for discretionary nonelective employer contributions. Eligible employees may enter into the Plan on the first day of the month coinciding with or next following satisfaction of eligibility requirements.

Contributions

Each year, participants may contribute pre-tax or post-tax amounts up to established limits under Internal Revenue Service ("IRS") regulations as defined in the Plan document. Unless an affirmative election is made by the participants, an eligible employee is automatically enrolled to defer 8% of eligible compensation with no auto-escalation thereafter. Participant contributions to the Plan include (a) employee contributions equal to the amount of total compensation that each participant defers, (b) catch-up contributions for participants who have attained age 50, and (c) amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions in any calendar year may not exceed the limit specified by the Internal Revenue Code ("IRC"). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for discretionary employer matching contributions determined by a flexible discretionary formula as well as discretionary nonelective employer contributions. An employee is eligible for discretionary nonelective employer contributions following three months of service with the Company. During the year ended December 31, 2022, while no discretionary nonelective employer contributions were made, the Company provided for a discretionary employer matching contributions equal to 100% up to 4% of participants' eligible compensation capped at \$8,000 which totaled \$1,794,690.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and allocations of Plan earnings. Participant accounts are charged with participant distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All employee contributions, as well as earnings thereon, are 100% vested immediately. Unless the participant's entire interest is fully vested due to death or disability, their discretionary employer matching contributions and discretionary nonelective employer contributions follow the following vesting schedule:

<u>Year of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	50%
2 years	75%
3 years	100%

Payment of Benefits

Upon termination of service, death, disability, retirement, or attaining age 59½, a participant may elect to receive a lump-sum distribution equal to all or a portion of the participant's vested interest in his or her account. In the case of severance of employment, the vested account balance may be distributed as soon as administratively feasible, as defined in the Plan document.

Hardship Benefits

The Plan allows for "hardship withdrawals" of participant accounts based upon any of the following criteria:

- The payment of expenses for medical care (described in Section 213(d) of the Internal Revenue Code) previously incurred by the participant, spouse, or dependent;
- The purchase of a principal residence for the participant (excluding mortgage payments);
- The payment of tuition and related educational fees for the next 12 months of post-secondary education for the participant, spouse, or dependent;
- The payment necessary to prevent eviction from principal residence or foreclosure on the mortgage of the participant's principal residence;
- The payment of funeral or burial expenses for the participant's deceased parent, spouse, child or dependent;
- The payment of expenses to repair damage to principal residence that would qualify for a casualty loss deduction under Code Section 165;
- Any other financial need determined to be immediate and heavy under rules and regulations issued by the Secretary of Treasury provided that any such financial need shall constitute an immediate and heavy financial need under the terms of the Plan document.

Administrative Expenses

Certain expenses incurred from maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Participants are charged for loan and investment fees. In addition, certain investment related expenses have been offset with investment income (loss) and are not readily determinable.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes Receivable from Participants

Participants may obtain loans from the vested balances in their accounts. The maximum amount of the loan cannot exceed the lesser of a) \$50,000 or b) 50% of the participant's vested account balance. Interest and principal repayments are credited directly to the borrower's respective account and are repaid through payroll deductions. The loans bear interest at a rate equal to 2% above the prime rate at the time of origination and will be fixed for the duration of the loan. Interest rates ranged from 4.25% to 7.50% as of December 31, 2022.

Forfeited Accounts

Forfeitures are maintained by the Plan and may be used to reduce future employer contributions or pay for plan expenses. As of December 31, 2022 and 2021, non-vested forfeiture accounts amounted to \$161,990 and \$88,557, respectively. During the year ended December 31, 2022, no forfeitures were utilized to fund employer contributions nor pay plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Under this method of accounting, contributions and investment income are recorded when earned, and expenses are recorded when incurred.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's 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. See Note 4 for discussion of fair value measurements.

Investment transactions are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Gains and losses on sale of investments are based on the average cost method. The net depreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits includes the total change in unrealized gains (losses) of investments held at year end plus realized gains (losses) on investments sold during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Newport Trust Company (the "Trustee") has certified the completeness and accuracy of all investments as of December 31, 2022 and 2021 in the accompanying statements of net assets available for benefits and the net depreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2022 in the accompanying statement of changes in net assets available for benefits, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2022. No auditing procedures were performed by the independent auditors as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the Trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. Based on information provided and certified by the Trustee, there are no fixed income obligations, leases or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2022 and 2021.

4. FAIR VALUE ACCOUNTING

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

Registered investment companies and interest-bearing cash: Shares of registered investment companies and interest-bearing cash (money market mutual fund) are valued based on the quoted market prices that are available on an active market. These are priced daily.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

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

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

	2022			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 800,625	\$ -	\$ -	\$ 800,625
Registered investment companies	14,535,155	-	-	14,535,155
Total investments at fair value	<u>\$ 15,335,780</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,335,780</u>

	2021			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 122,304	\$ -	\$ -	\$ 122,304
Registered investment companies	13,209,348	-	-	13,209,348
Total investments at fair value	<u>\$ 13,331,652</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,331,652</u>

5. PARTY-IN-INTEREST TRANSACTIONS

Administrative expenses paid to the Trustee by the Plan totaled \$4,770. In addition, investment related fees are included in investment income (loss) and are not readily determinable. Notes receivable from participants are transactions with participants; these loan transactions qualify as exempt party-in-interest transactions.

6. INCOME TAX STATUS

The Plan adopted a volume submitter plan which obtained its latest opinion letter on November 30, 2020, in which the Internal Revenue Service ("IRS") stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the opinion letter, the Employers believes the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. In addition, there have been no tax related interest or penalties for periods presented in these financial statements.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

7. RISKS AND UNCERTAINTIES

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

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

9. RECONCILIATION TO FORM 5500

The following is a reconciliation of participants contributions from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Contributions from participants per statement	
of changes in net assets available for benefits	\$ 4,456,242
Corrective distributions classified as contributions from participants	<u>15,049</u>
Contributions from participants per filed form 5500	<u>\$ 4,471,291</u>

The following is a reconciliation of benefits paid from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Benefits paid per statement	
of changes in net assets available for benefits	\$ 717,356
Corrective distributions classified as contributions from participants	<u>15,049</u>
Benefits paid per filed form 5500	<u>\$ 732,405</u>

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 29, 2023, which is the date the financial statements were available to be issued. Based on that evaluation, the Plan has determined that, except for the following, no other subsequent events have occurred which would require adjustment to or disclosure in the financial statements.

In May 2023, the Company decided to switch the trustee of the Plan from Newport Trust Company to Fidelity Management Trust Company. As a result, all of the Plan's assets were transferred over to the new trustee. All significant plan provisions remained the same.

SUPPLEMENTARY INFORMATION

Clear Street 401(k) Plan
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
EIN #36-3862498, Plan #001
December 31, 2022

(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
	<u>Interest-Bearing Cash</u>			
	Vanguard	Vanguard Federal Money Market Fund	\$ -	\$ 800,625
	<u>Registered Investment Companies</u>			
	American Century	American Century Emerging Markets Fund	-	42,593
	American Century	American Century Mid Cap Value Fund	-	60,405
	Carillon Scout	Carillon Scout Mid Cap Fund	-	31,088
	ClearBridge	ClearBridge Small Cap Growth Fund	-	101,512
	Cohen & Steers	Cohen & Steers Real Estate Securities Fund	-	94,096
	Columbia	Columbia Dividend Income Fund	-	110,284
	Fidelity	Fidelity 500 Index Fund	-	1,616,056
	Fidelity	Fidelity Emerging Markets Index Fund	-	156,005
	Fidelity	Fidelity Global ex U.S. Index Fund	-	232,753
	Fidelity	Fidelity International Bond Index Fund	-	21,050
	Fidelity	Fidelity Large Cap Growth Index Fund	-	928,792
	Fidelity	Fidelity Large Cap Value Index Fund	-	248,472
	Fidelity	Fidelity Mid Cap Growth Index Fund	-	154,173
	Fidelity	Fidelity Mid Cap Index Fund	-	169,538
	Fidelity	Fidelity Mid Cap Value Index Fund	-	97,203
	Fidelity	Fidelity Small Cap Growth Index Fund	-	133,798
	Fidelity	Fidelity Small Cap Index Fund	-	98,269
	Fidelity	Fidelity Small Cap Value Index Fund	-	66,512
	Fidelity	Fidelity U.S. Bond Index Fund	-	206,624
	Fuller & Thaler	Fuller & Thaler Behavioral Small-Cap Equity Fund	-	45,347
	JP Morgan	Undiscovered Managers Behavioral Value Fund	-	233,586
	MFS	MFS Growth Fund	-	61,862
	MFS	MFS International Diversification Fund	-	89,376
	MFS	MFS Mid Cap Growth Fund	-	39,894
	PIMCO	PIMCO Income Fund	-	68,847
	T.Rowe Price	T. Rowe Price Dividend Growth Fund	-	119,258
	Vanguard	Vanguard Target Retirement 2020 Fund	-	191,682
	Vanguard	Vanguard Target Retirement 2025 Fund	-	470,995
	Vanguard	Vanguard Target Retirement 2030 Fund	-	723,972
	Vanguard	Vanguard Target Retirement 2035 Fund	-	1,290,364
	Vanguard	Vanguard Target Retirement 2040 Fund	-	663,124
	Vanguard	Vanguard Target Retirement 2045 Fund	-	1,414,845
	Vanguard	Vanguard Target Retirement 2050 Fund	-	1,795,085
	Vanguard	Vanguard Target Retirement 2055 Fund	-	1,264,781
	Vanguard	Vanguard Target Retirement 2060 Fund	-	1,152,678
	Vanguard	Vanguard Target Retirement 2065 Fund	-	331,582
	Vanguard	Vanguard Target Retirement Income Fund	-	7,760
	Western Asset	Western Asset Core Bond Fund	-	894
			-	14,535,155
*	<u>Notes Receivable From Participants</u>		-	161,974
		Interest rates 4.25% - 7.50% maturing through 2032	-	
			\$ -	\$ 15,497,754

* Represents party-in-interest.

** Cost is not required for participant directed investments

(a) (b) (c) (d) (e) - Represent corresponding lines on form 5500 Schedule H, Part IV, Line 4i.

See Independent Auditor's Report.

CLEAR STREET 401(K) PLAN
Financial Statements
December 31, 2022 and 2021
With Independent Auditor's Report

Clear Street 401(k) Plan
Table of Contents
December 31, 2022 and 2021

Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6-11
Supplementary Information	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	12

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Clear Street 401(k) Plan:

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

We have performed audits of the financial statements of Clear Street 401(k) 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 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Clear Street 401(k) 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 3 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 ("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 Clear Street 401(k) 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 Clear Street 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, 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 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 Clear Street 401(k) 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 Clear Street 401(k) 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 Matters – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Withum Smith & Brown, PC

September 29, 2023

Clear Street 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value		
Interest-bearing cash	\$ 800,625	\$ 122,304
Registered investment companies	<u>14,535,155</u>	<u>13,209,348</u>
Total investments, at fair value	<u>15,335,780</u>	<u>13,331,652</u>
Notes receivable from participants	<u>161,974</u>	<u>138,515</u>
Contributions receivable		
Participants	125,312	-
Employer	<u>47,415</u>	<u>-</u>
	<u>172,727</u>	<u>-</u>
Net assets available for benefits	<u>\$ 15,670,481</u>	<u>\$ 13,470,167</u>

The Notes to Financial Statements are an integral part of these statements.

Clear Street 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (3,126,305)
Interest and dividend income	<u>347,115</u>
Total investment income (loss)	<u>(2,779,190)</u>
 Interest income - notes receivable from participants	 <u>7,406</u>
 Contributions	
Participants	4,456,242
Employer	1,794,690
Rollovers	<u>1,113,537</u>
Total contributions	<u>7,364,469</u>
 Total additions (reductions)	 <u>4,592,685</u>

Deductions

Benefits paid	717,356
Administrative expenses	<u>4,770</u>
Total deductions	<u>722,126</u>

Net change in net assets available for benefits 3,870,559

Plan transfers in 916,401

Plan transfers out (2,586,646)

Net assets available for benefits

Beginning of year	<u>13,470,167</u>
 End of year	 <u>\$ 15,670,481</u>

The Notes to Financial Statements are an integral part of this statement.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF PLAN

The following brief description of the Clear Street 401(k) Plan (the "Plan") is provided for information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan adopted on January 1, 2021, with the commencement date of plan operations deferred to July 15, 2021, covering substantially all employees of Clear Street Management and certain participating employers (collectively the "Company" or "Employers"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Transfers

In December 2021, certain agreements were executed by Alpine Global Management, LLC and Highland Capital Group, LLC to cease participation in the Plan effective December 31, 2021. Assets related to such cessation were transferred out of the Plan in June 2022 in the amount of \$2,586,646 and is included in the accompanying statement of changes in net assets available for benefits.

In August 2022, the Company executed a merger and transfer of plan assets agreement with a related employer allowing for such employer to participate in the Plan. In connection with the agreement, assets in the amount of \$916,401 were transferred into the Plan in August and October 2022.

Eligibility Requirements

An employee is eligible to participate in the plan by attaining 18 years of age. Additionally, a three-month service period is also required for discretionary nonelective employer contributions. Eligible employees may enter into the Plan on the first day of the month coinciding with or next following satisfaction of eligibility requirements.

Contributions

Each year, participants may contribute pre-tax or post-tax amounts up to established limits under Internal Revenue Service ("IRS") regulations as defined in the Plan document. Unless an affirmative election is made by the participants, an eligible employee is automatically enrolled to defer 8% of eligible compensation with no auto-escalation thereafter. Participant contributions to the Plan include (a) employee contributions equal to the amount of total compensation that each participant defers, (b) catch-up contributions for participants who have attained age 50, and (c) amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions in any calendar year may not exceed the limit specified by the Internal Revenue Code ("IRC"). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for discretionary employer matching contributions determined by a flexible discretionary formula as well as discretionary nonelective employer contributions. An employee is eligible for discretionary nonelective employer contributions following three months of service with the Company. During the year ended December 31, 2022, while no discretionary nonelective employer contributions were made, the Company provided for a discretionary employer matching contributions equal to 100% up to 4% of participants' eligible compensation capped at \$8,000 which totaled \$1,794,690.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and allocations of Plan earnings. Participant accounts are charged with participant distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All employee contributions, as well as earnings thereon, are 100% vested immediately. Unless the participant's entire interest is fully vested due to death or disability, their discretionary employer matching contributions and discretionary nonelective employer contributions follow the following vesting schedule:

<u>Year of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	50%
2 years	75%
3 years	100%

Payment of Benefits

Upon termination of service, death, disability, retirement, or attaining age 59½, a participant may elect to receive a lump-sum distribution equal to all or a portion of the participant's vested interest in his or her account. In the case of severance of employment, the vested account balance may be distributed as soon as administratively feasible, as defined in the Plan document.

Hardship Benefits

The Plan allows for "hardship withdrawals" of participant accounts based upon any of the following criteria:

- The payment of expenses for medical care (described in Section 213(d) of the Internal Revenue Code) previously incurred by the participant, spouse, or dependent;
- The purchase of a principal residence for the participant (excluding mortgage payments);
- The payment of tuition and related educational fees for the next 12 months of post-secondary education for the participant, spouse, or dependent;
- The payment necessary to prevent eviction from principal residence or foreclosure on the mortgage of the participant's principal residence;
- The payment of funeral or burial expenses for the participant's deceased parent, spouse, child or dependent;
- The payment of expenses to repair damage to principal residence that would qualify for a casualty loss deduction under Code Section 165;
- Any other financial need determined to be immediate and heavy under rules and regulations issued by the Secretary of Treasury provided that any such financial need shall constitute an immediate and heavy financial need under the terms of the Plan document.

Administrative Expenses

Certain expenses incurred from maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Participants are charged for loan and investment fees. In addition, certain investment related expenses have been offset with investment income (loss) and are not readily determinable.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes Receivable from Participants

Participants may obtain loans from the vested balances in their accounts. The maximum amount of the loan cannot exceed the lesser of a) \$50,000 or b) 50% of the participant's vested account balance. Interest and principal repayments are credited directly to the borrower's respective account and are repaid through payroll deductions. The loans bear interest at a rate equal to 2% above the prime rate at the time of origination and will be fixed for the duration of the loan. Interest rates ranged from 4.25% to 7.50% as of December 31, 2022.

Forfeited Accounts

Forfeitures are maintained by the Plan and may be used to reduce future employer contributions or pay for plan expenses. As of December 31, 2022 and 2021, non-vested forfeiture accounts amounted to \$161,990 and \$88,557, respectively. During the year ended December 31, 2022, no forfeitures were utilized to fund employer contributions nor pay plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Under this method of accounting, contributions and investment income are recorded when earned, and expenses are recorded when incurred.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's 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. See Note 4 for discussion of fair value measurements.

Investment transactions are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Gains and losses on sale of investments are based on the average cost method. The net depreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits includes the total change in unrealized gains (losses) of investments held at year end plus realized gains (losses) on investments sold during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Newport Trust Company (the "Trustee") has certified the completeness and accuracy of all investments as of December 31, 2022 and 2021 in the accompanying statements of net assets available for benefits and the net depreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2022 in the accompanying statement of changes in net assets available for benefits, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2022. No auditing procedures were performed by the independent auditors as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the Trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. Based on information provided and certified by the Trustee, there are no fixed income obligations, leases or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2022 and 2021.

4. FAIR VALUE ACCOUNTING

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

Registered investment companies and interest-bearing cash: Shares of registered investment companies and interest-bearing cash (money market mutual fund) are valued based on the quoted market prices that are available on an active market. These are priced daily.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

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

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

	2022			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 800,625	\$ -	\$ -	\$ 800,625
Registered investment companies	14,535,155	-	-	14,535,155
Total investments at fair value	<u>\$ 15,335,780</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,335,780</u>

	2021			
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 122,304	\$ -	\$ -	\$ 122,304
Registered investment companies	13,209,348	-	-	13,209,348
Total investments at fair value	<u>\$ 13,331,652</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,331,652</u>

5. PARTY-IN-INTEREST TRANSACTIONS

Administrative expenses paid to the Trustee by the Plan totaled \$4,770. In addition, investment related fees are included in investment income (loss) and are not readily determinable. Notes receivable from participants are transactions with participants; these loan transactions qualify as exempt party-in-interest transactions.

6. INCOME TAX STATUS

The Plan adopted a volume submitter plan which obtained its latest opinion letter on November 30, 2020, in which the Internal Revenue Service ("IRS") stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the opinion letter, the Employers believes the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. In addition, there have been no tax related interest or penalties for periods presented in these financial statements.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

7. RISKS AND UNCERTAINTIES

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

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

9. RECONCILIATION TO FORM 5500

The following is a reconciliation of participants contributions from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Contributions from participants per statement	
of changes in net assets available for benefits	\$ 4,456,242
Corrective distributions classified as contributions from participants	<u>15,049</u>
Contributions from participants per filed form 5500	<u>\$ 4,471,291</u>

The following is a reconciliation of benefits paid from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Benefits paid per statement	
of changes in net assets available for benefits	\$ 717,356
Corrective distributions classified as contributions from participants	<u>15,049</u>
Benefits paid per filed form 5500	<u>\$ 732,405</u>

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 29, 2023, which is the date the financial statements were available to be issued. Based on that evaluation, the Plan has determined that, except for the following, no other subsequent events have occurred which would require adjustment to or disclosure in the financial statements.

In May 2023, the Company decided to switch the trustee of the Plan from Newport Trust Company to Fidelity Management Trust Company. As a result, all of the Plan's assets were transferred over to the new trustee. All significant plan provisions remained the same.

SUPPLEMENTARY INFORMATION

Clear Street 401(k) Plan
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
EIN #36-3862498, Plan #001
December 31, 2022

(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
	<u>Interest-Bearing Cash</u>			
	Vanguard	Vanguard Federal Money Market Fund	\$ -	\$ 800,625
	<u>Registered Investment Companies</u>			
	American Century	American Century Emerging Markets Fund	-	42,593
	American Century	American Century Mid Cap Value Fund	-	60,405
	Carillon Scout	Carillon Scout Mid Cap Fund	-	31,088
	ClearBridge	ClearBridge Small Cap Growth Fund	-	101,512
	Cohen & Steers	Cohen & Steers Real Estate Securities Fund	-	94,096
	Columbia	Columbia Dividend Income Fund	-	110,284
	Fidelity	Fidelity 500 Index Fund	-	1,616,056
	Fidelity	Fidelity Emerging Markets Index Fund	-	156,005
	Fidelity	Fidelity Global ex U.S. Index Fund	-	232,753
	Fidelity	Fidelity International Bond Index Fund	-	21,050
	Fidelity	Fidelity Large Cap Growth Index Fund	-	928,792
	Fidelity	Fidelity Large Cap Value Index Fund	-	248,472
	Fidelity	Fidelity Mid Cap Growth Index Fund	-	154,173
	Fidelity	Fidelity Mid Cap Index Fund	-	169,538
	Fidelity	Fidelity Mid Cap Value Index Fund	-	97,203
	Fidelity	Fidelity Small Cap Growth Index Fund	-	133,798
	Fidelity	Fidelity Small Cap Index Fund	-	98,269
	Fidelity	Fidelity Small Cap Value Index Fund	-	66,512
	Fidelity	Fidelity U.S. Bond Index Fund	-	206,624
	Fuller & Thaler	Fuller & Thaler Behavioral Small-Cap Equity Fund	-	45,347
	JP Morgan	Undiscovered Managers Behavioral Value Fund	-	233,586
	MFS	MFS Growth Fund	-	61,862
	MFS	MFS International Diversification Fund	-	89,376
	MFS	MFS Mid Cap Growth Fund	-	39,894
	PIMCO	PIMCO Income Fund	-	68,847
	T.Rowe Price	T. Rowe Price Dividend Growth Fund	-	119,258
	Vanguard	Vanguard Target Retirement 2020 Fund	-	191,682
	Vanguard	Vanguard Target Retirement 2025 Fund	-	470,995
	Vanguard	Vanguard Target Retirement 2030 Fund	-	723,972
	Vanguard	Vanguard Target Retirement 2035 Fund	-	1,290,364
	Vanguard	Vanguard Target Retirement 2040 Fund	-	663,124
	Vanguard	Vanguard Target Retirement 2045 Fund	-	1,414,845
	Vanguard	Vanguard Target Retirement 2050 Fund	-	1,795,085
	Vanguard	Vanguard Target Retirement 2055 Fund	-	1,264,781
	Vanguard	Vanguard Target Retirement 2060 Fund	-	1,152,678
	Vanguard	Vanguard Target Retirement 2065 Fund	-	331,582
	Vanguard	Vanguard Target Retirement Income Fund	-	7,760
	Western Asset	Western Asset Core Bond Fund	-	894
			-	14,535,155
*	<u>Notes Receivable From Participants</u>		-	161,974
		Interest rates 4.25% - 7.50% maturing through 2032	\$ -	\$ 15,497,754

* Represents party-in-interest.

** Cost is not required for participant directed investments

(a) (b) (c) (d) (e) - Represent corresponding lines on form 5500 Schedule H, Part IV, Line 4i.

See Independent Auditor's Report.

CLEAR STREET 401(K) PLAN
Financial Statements
December 31, 2022 and 2021
With Independent Auditor's Report

Clear Street 401(k) Plan
Table of Contents
December 31, 2022 and 2021

Independent Auditor's Report	1-3
Financial Statements	
Statements of Net Assets Available for Benefits	4
Statement of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6-11
Supplementary Information	
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)	12

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Clear Street 401(k) Plan:

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

We have performed audits of the financial statements of Clear Street 401(k) 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 financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Clear Street 401(k) 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 3 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 ("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 Clear Street 401(k) 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 Clear Street 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, 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 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 Clear Street 401(k) 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 Clear Street 401(k) 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 Matters – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion,

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

Withum Smith & Brown, PC

September 29, 2023

Clear Street 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value		
Interest-bearing cash	\$ 800,625	\$ 122,304
Registered investment companies	<u>14,535,155</u>	<u>13,209,348</u>
Total investments, at fair value	<u>15,335,780</u>	<u>13,331,652</u>
Notes receivable from participants	<u>161,974</u>	<u>138,515</u>
Contributions receivable		
Participants	125,312	-
Employer	<u>47,415</u>	<u>-</u>
	<u>172,727</u>	<u>-</u>
Net assets available for benefits	<u>\$ 15,670,481</u>	<u>\$ 13,470,167</u>

The Notes to Financial Statements are an integral part of these statements.

Clear Street 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions (reductions)

Investment income (loss)	
Net depreciation in fair value of investments	\$ (3,126,305)
Interest and dividend income	<u>347,115</u>
Total investment income (loss)	<u>(2,779,190)</u>
 Interest income - notes receivable from participants	 <u>7,406</u>
 Contributions	
Participants	4,456,242
Employer	1,794,690
Rollovers	<u>1,113,537</u>
Total contributions	<u>7,364,469</u>
 Total additions (reductions)	 <u>4,592,685</u>

Deductions

Benefits paid	717,356
Administrative expenses	<u>4,770</u>
Total deductions	<u>722,126</u>

Net change in net assets available for benefits 3,870,559

Plan transfers in 916,401

Plan transfers out (2,586,646)

Net assets available for benefits

Beginning of year	<u>13,470,167</u>
 End of year	 <u>\$ 15,670,481</u>

The Notes to Financial Statements are an integral part of this statement.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF PLAN

The following brief description of the Clear Street 401(k) Plan (the "Plan") is provided for information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan adopted on January 1, 2021, with the commencement date of plan operations deferred to July 15, 2021, covering substantially all employees of Clear Street Management and certain participating employers (collectively the "Company" or "Employers"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Plan Transfers

In December 2021, certain agreements were executed by Alpine Global Management, LLC and Highland Capital Group, LLC to cease participation in the Plan effective December 31, 2021. Assets related to such cessation were transferred out of the Plan in June 2022 in the amount of \$2,586,646 and is included in the accompanying statement of changes in net assets available for benefits.

In August 2022, the Company executed a merger and transfer of plan assets agreement with a related employer allowing for such employer to participate in the Plan. In connection with the agreement, assets in the amount of \$916,401 were transferred into the Plan in August and October 2022.

Eligibility Requirements

An employee is eligible to participate in the plan by attaining 18 years of age. Additionally, a three-month service period is also required for discretionary nonelective employer contributions. Eligible employees may enter into the Plan on the first day of the month coinciding with or next following satisfaction of eligibility requirements.

Contributions

Each year, participants may contribute pre-tax or post-tax amounts up to established limits under Internal Revenue Service ("IRS") regulations as defined in the Plan document. Unless an affirmative election is made by the participants, an eligible employee is automatically enrolled to defer 8% of eligible compensation with no auto-escalation thereafter. Participant contributions to the Plan include (a) employee contributions equal to the amount of total compensation that each participant defers, (b) catch-up contributions for participants who have attained age 50, and (c) amounts representing distributions from other qualified defined benefit or defined contribution plans. Contributions in any calendar year may not exceed the limit specified by the Internal Revenue Code ("IRC"). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Plan allows for discretionary employer matching contributions determined by a flexible discretionary formula as well as discretionary nonelective employer contributions. An employee is eligible for discretionary nonelective employer contributions following three months of service with the Company. During the year ended December 31, 2022, while no discretionary nonelective employer contributions were made, the Company provided for a discretionary employer matching contributions equal to 100% up to 4% of participants' eligible compensation capped at \$8,000 which totaled \$1,794,690.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contributions, and allocations of Plan earnings. Participant accounts are charged with participant distributions and an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

All employee contributions, as well as earnings thereon, are 100% vested immediately. Unless the participant's entire interest is fully vested due to death or disability, their discretionary employer matching contributions and discretionary nonelective employer contributions follow the following vesting schedule:

<u>Year of Service</u>	<u>Vesting</u>
Less than 1 year	0%
1 year	50%
2 years	75%
3 years	100%

Payment of Benefits

Upon termination of service, death, disability, retirement, or attaining age 59½, a participant may elect to receive a lump-sum distribution equal to all or a portion of the participant's vested interest in his or her account. In the case of severance of employment, the vested account balance may be distributed as soon as administratively feasible, as defined in the Plan document.

Hardship Benefits

The Plan allows for "hardship withdrawals" of participant accounts based upon any of the following criteria:

- The payment of expenses for medical care (described in Section 213(d) of the Internal Revenue Code) previously incurred by the participant, spouse, or dependent;
- The purchase of a principal residence for the participant (excluding mortgage payments);
- The payment of tuition and related educational fees for the next 12 months of post-secondary education for the participant, spouse, or dependent;
- The payment necessary to prevent eviction from principal residence or foreclosure on the mortgage of the participant's principal residence;
- The payment of funeral or burial expenses for the participant's deceased parent, spouse, child or dependent;
- The payment of expenses to repair damage to principal residence that would qualify for a casualty loss deduction under Code Section 165;
- Any other financial need determined to be immediate and heavy under rules and regulations issued by the Secretary of Treasury provided that any such financial need shall constitute an immediate and heavy financial need under the terms of the Plan document.

Administrative Expenses

Certain expenses incurred from maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Participants are charged for loan and investment fees. In addition, certain investment related expenses have been offset with investment income (loss) and are not readily determinable.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes Receivable from Participants

Participants may obtain loans from the vested balances in their accounts. The maximum amount of the loan cannot exceed the lesser of a) \$50,000 or b) 50% of the participant's vested account balance. Interest and principal repayments are credited directly to the borrower's respective account and are repaid through payroll deductions. The loans bear interest at a rate equal to 2% above the prime rate at the time of origination and will be fixed for the duration of the loan. Interest rates ranged from 4.25% to 7.50% as of December 31, 2022.

Forfeited Accounts

Forfeitures are maintained by the Plan and may be used to reduce future employer contributions or pay for plan expenses. As of December 31, 2022 and 2021, non-vested forfeiture accounts amounted to \$161,990 and \$88,557, respectively. During the year ended December 31, 2022, no forfeitures were utilized to fund employer contributions nor pay plan expenses.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America ("US GAAP"). Under this method of accounting, contributions and investment income are recorded when earned, and expenses are recorded when incurred.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's 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. See Note 4 for discussion of fair value measurements.

Investment transactions are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Gains and losses on sale of investments are based on the average cost method. The net depreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits includes the total change in unrealized gains (losses) of investments held at year end plus realized gains (losses) on investments sold during the year.

Payment of Benefits

Benefit payments are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

3. INFORMATION PREPARED AND CERTIFIED BY THE TRUSTEE (UNAUDITED)

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-5 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Newport Trust Company (the "Trustee") has certified the completeness and accuracy of all investments as of December 31, 2022 and 2021 in the accompanying statements of net assets available for benefits and the net depreciation in fair value of investments, interest and dividend income, and interest income on notes receivable from participants for the year ended December 31, 2022 in the accompanying statement of changes in net assets available for benefits, as well as the supplemental schedule of assets (held at end of year) as of December 31, 2022. No auditing procedures were performed by the independent auditors as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the Trustee, except for comparing such information with the related information included in the financial statements and supplemental schedule. Based on information provided and certified by the Trustee, there are no fixed income obligations, leases or debt instruments in default or deemed uncollectible, as defined by ERISA, for the years ended December 31, 2022 and 2021.

4. FAIR VALUE ACCOUNTING

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

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. Such inputs include quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value:

Registered investment companies and interest-bearing cash: Shares of registered investment companies and interest-bearing cash (money market mutual fund) are valued based on the quoted market prices that are available on an active market. These are priced daily.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

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

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

2022				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 800,625	\$ -	\$ -	\$ 800,625
Registered investment companies	14,535,155	-	-	14,535,155
Total investments at fair value	<u>\$ 15,335,780</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,335,780</u>
2021				
	Level 1	Level 2	Level 3	Total
Interest-bearing cash	\$ 122,304	\$ -	\$ -	\$ 122,304
Registered investment companies	13,209,348	-	-	13,209,348
Total investments at fair value	<u>\$ 13,331,652</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,331,652</u>

5. PARTY-IN-INTEREST TRANSACTIONS

Administrative expenses paid to the Trustee by the Plan totaled \$4,770. In addition, investment related fees are included in investment income (loss) and are not readily determinable. Notes receivable from participants are transactions with participants; these loan transactions qualify as exempt party-in-interest transactions.

6. INCOME TAX STATUS

The Plan adopted a volume submitter plan which obtained its latest opinion letter on November 30, 2020, in which the Internal Revenue Service ("IRS") stated that the Plan, as designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the opinion letter, the Employers believes the Plan is designed and currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. In addition, there have been no tax related interest or penalties for periods presented in these financial statements.

Clear Street 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

7. RISKS AND UNCERTAINTIES

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

8. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

9. RECONCILIATION TO FORM 5500

The following is a reconciliation of participants contributions from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Contributions from participants per statement	
of changes in net assets available for benefits	\$ 4,456,242
Corrective distributions classified as contributions from participants	<u>15,049</u>
Contributions from participants per filed form 5500	<u>\$ 4,471,291</u>

The following is a reconciliation of benefits paid from the statement of changes in net assets available for benefits and the filed form 5500 for the year ended December 31, 2022.

Benefits paid per statement	
of changes in net assets available for benefits	\$ 717,356
Corrective distributions classified as contributions from participants	<u>15,049</u>
Benefits paid per filed form 5500	<u>\$ 732,405</u>

10. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 29, 2023, which is the date the financial statements were available to be issued. Based on that evaluation, the Plan has determined that, except for the following, no other subsequent events have occurred which would require adjustment to or disclosure in the financial statements.

In May 2023, the Company decided to switch the trustee of the Plan from Newport Trust Company to Fidelity Management Trust Company. As a result, all of the Plan's assets were transferred over to the new trustee. All significant plan provisions remained the same.

SUPPLEMENTARY INFORMATION

Clear Street 401(k) Plan
Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year)
EIN #36-3862498, Plan #001
December 31, 2022

(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
	<u>Interest-Bearing Cash</u>			
	Vanguard	Vanguard Federal Money Market Fund	\$ -	\$ 800,625
	<u>Registered Investment Companies</u>			
	American Century	American Century Emerging Markets Fund	-	42,593
	American Century	American Century Mid Cap Value Fund	-	60,405
	Carillon Scout	Carillon Scout Mid Cap Fund	-	31,088
	ClearBridge	ClearBridge Small Cap Growth Fund	-	101,512
	Cohen & Steers	Cohen & Steers Real Estate Securities Fund	-	94,096
	Columbia	Columbia Dividend Income Fund	-	110,284
	Fidelity	Fidelity 500 Index Fund	-	1,616,056
	Fidelity	Fidelity Emerging Markets Index Fund	-	156,005
	Fidelity	Fidelity Global ex U.S. Index Fund	-	232,753
	Fidelity	Fidelity International Bond Index Fund	-	21,050
	Fidelity	Fidelity Large Cap Growth Index Fund	-	928,792
	Fidelity	Fidelity Large Cap Value Index Fund	-	248,472
	Fidelity	Fidelity Mid Cap Growth Index Fund	-	154,173
	Fidelity	Fidelity Mid Cap Index Fund	-	169,538
	Fidelity	Fidelity Mid Cap Value Index Fund	-	97,203
	Fidelity	Fidelity Small Cap Growth Index Fund	-	133,798
	Fidelity	Fidelity Small Cap Index Fund	-	98,269
	Fidelity	Fidelity Small Cap Value Index Fund	-	66,512
	Fidelity	Fidelity U.S. Bond Index Fund	-	206,624
	Fuller & Thaler	Fuller & Thaler Behavioral Small-Cap Equity Fund	-	45,347
	JP Morgan	Undiscovered Managers Behavioral Value Fund	-	233,586
	MFS	MFS Growth Fund	-	61,862
	MFS	MFS International Diversification Fund	-	89,376
	MFS	MFS Mid Cap Growth Fund	-	39,894
	PIMCO	PIMCO Income Fund	-	68,847
	T.Rowe Price	T. Rowe Price Dividend Growth Fund	-	119,258
	Vanguard	Vanguard Target Retirement 2020 Fund	-	191,682
	Vanguard	Vanguard Target Retirement 2025 Fund	-	470,995
	Vanguard	Vanguard Target Retirement 2030 Fund	-	723,972
	Vanguard	Vanguard Target Retirement 2035 Fund	-	1,290,364
	Vanguard	Vanguard Target Retirement 2040 Fund	-	663,124
	Vanguard	Vanguard Target Retirement 2045 Fund	-	1,414,845
	Vanguard	Vanguard Target Retirement 2050 Fund	-	1,795,085
	Vanguard	Vanguard Target Retirement 2055 Fund	-	1,264,781
	Vanguard	Vanguard Target Retirement 2060 Fund	-	1,152,678
	Vanguard	Vanguard Target Retirement 2065 Fund	-	331,582
	Vanguard	Vanguard Target Retirement Income Fund	-	7,760
	Western Asset	Western Asset Core Bond Fund	-	894
			-	14,535,155
*	<u>Notes Receivable From Participants</u>		-	161,974
		Interest rates 4.25% - 7.50% maturing through 2032	-	
			\$ -	\$ 15,497,754

* Represents party-in-interest.

** Cost is not required for participant directed investments

(a) (b) (c) (d) (e) - Represent corresponding lines on form 5500 Schedule H, Part IV, Line 4i.

See Independent Auditor's Report.