

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ 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 BRADFORD GROUP 401(K) PLAN	1b Three-digit plan number (PN) ▶ 001
	1c Effective date of plan 02/01/1975
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) BGE, LTD. 9333 N. MILWAUKEE AVENUE NILES, IL 60714-1393	2b Employer Identification Number (EIN) 36-3920489 2c Plan Sponsor's telephone number 847-966-2770 2d Business code (see instructions) 454110

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	MARGARET OSTOJIC
	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 BGE, LTD. c Plan Name BRADFORD GROUP PROFIT SHARING/401(K) PLAN		4b EIN 36-3920489 4d PN 001
5 Total number of participants at the beginning of the plan year		5 808
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		 6a(1) 553 6a(2) 554 6b 8 6c 227 6d 789 6e 6 6f 795 6g 773 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3F 2S 3H 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan BRADFORD GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BGE, LTD.	D Employer Identification Number (EIN) 36-3920489	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	10038	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GLENMEDE SMCAP EQ IS - STATE STREE 04-0025081	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK INTL INV - DST ASSET MANAG 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan BRADFORD GROUP 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BGE, LTD.	D Employer Identification Number (EIN) 36-3920489	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15034727
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

Part II Information on Participating Plans (to be completed by DFEs)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>BRADFORD GROUP 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>BGE, LTD.</u>	D Employer Identification Number (EIN) <u>36-3920489</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	673086	960468
(9) Value of interest in common/collective trusts.....	1c(9)	14173763	15034727
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	118598515	89885195
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	133445364	105880390

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	133445364	105880390
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	4104500	
(C) Others (including rollovers)	2a(1)(C)	908595	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5013095
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	37123	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		37123
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	5015716	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5015716
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-1049764
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-28453133
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-19436963
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8115395	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8115395
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		2578
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	10038	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		10038
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8128011
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-27564974
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) ☒ Unmodified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

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

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: MILLER COOPER & CO. LTD.

(2) EIN: 36-2897372

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan BRADFORD GROUP 401(K) PLAN		B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 BGE, LTD.		D Employer Identification Number (EIN) 36-3920489
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

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 _____

Bradford Group 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2022 and 2021

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

Independent Auditors' Report

401k Committee
Bradford Group 401(k) Plan
Niles, Illinois

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 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 DOL'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 Auditors' 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 (U.S. GAAP).
- 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, 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 Bradford Group 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements were 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.

Auditors' 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 Auditors' 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.

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, 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 U.S. GAAP.

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 audit 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplemental Schedule Required by ERISA (Continued)

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, is presented, in all material respects, in conformity with the DOL'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 the 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).

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
October 9, 2023

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

Assets	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 106,008,312	\$ 132,647,251
Notes receivable from participants	<u>960,468</u>	<u>673,086</u>
Net Assets Available for Benefits	<u>\$ 106,968,780</u>	<u>\$ 133,320,337</u>

The accompanying notes are an integral part of these statements.

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

Additions to Net Assets:	2022
Investment income	
Interest and dividends	\$ 5,179,368
Interest income on notes receivable from participants	37,123
Contributions	
Participants	4,104,500
Rollover	908,595
Total Contributions	5,013,095
Total Additions to Net Assets	10,229,586
Deductions from Net Assets:	
Net depreciation in fair value of investments	28,453,133
Benefits paid to participants	8,117,972
Administrative expenses	10,038
Total Deductions from Net Assets	36,581,143
Decrease in Net Assets	(26,351,557)
Net Assets Available for Benefits - Beginning of Year	133,320,337
Net Assets Available for Benefits - End of Year	\$ 106,968,780

The accompanying notes are an integral part of this statement.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment

The following description of Bradford Group 401(k) Plan (the Plan) provides only general information. The Plan was amended and restated effective March 23, 2022. As part of the amendment and restatement the Plan name was changed from Bradford Group Profit Sharing/401(k) Plan to Bradford Group 401(k) Plan and eligible compensation was amended. Other significant provisions of the amended and restated plan document are consistent with those of the prior plan document. Interested parties should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by BGE, Ltd. (the Plan Sponsor and Company) under the provisions of Section 401(a) of the United States Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company and any adopting participating employers. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

All employees of the Company and any participating affiliates are subject to the following eligibility requirements:

- Age: 18
- Service: None for elective employee contributions
- Status Exclusions:
 - a. Members of collective bargaining agreement unless the agreement requires the employee to be included under the Plan
 - b. Leased employees
 - c. Non-resident aliens with no U.S. earned income
 - d. Temporary and Casual employees
 - e. Employees who work exclusively for Hammacher Schlemmer

Upon satisfying the eligibility requirements, employees may participate in the Plan on the first day of next month. Participants are eligible to receive discretionary employer matching contributions and discretionary employer profit sharing contributions upon satisfying the eligibility requirements and if they are employed as of the last day of the Plan year.

Contributions

The Plan is funded through employee elective deferrals and Company contributions. Each year, participants may elect to contribute a portion of their compensation, subject to certain maximum limitations imposed by Section 402(g) of the IRC. At the discretion of the Plan Administrator, participants may be permitted to deposit or “rollover” into the Plan distributions they have received from other plans and certain Individual Retirement Accounts (IRAs). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Contributions (Continued)

The following contribution types are allowed by the plan:

- Elective deferrals
- Rollover contributions
- Employer matching
- Employer profit-sharing

Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may change their investment options at any time.

The Plan has an automatic enrollment provision (7% salary deferral), whereby employees must elect out of the Plan if they do not wish to participate.

The Company may make discretionary profit-sharing contributions which will be allocated in accordance with the plan document provisions. Participants must be employed on the last day of the plan year to be eligible to receive discretionary profit-sharing contributions.

The Company may make discretionary matching contributions. The Company will communicate the amount of any discretionary employer matching contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, and Plan earnings or losses and charged with an allocation of administrative expenses. Allocations may be charged based on participant earnings, account balances, or specific participant transactions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their elective deferrals including catch-up contributions, rollover contributions from other plans, and actual earnings thereon. The method for crediting vesting service for company matching and profit-sharing contributions is based on vesting periods of service. Participants are credited with a year of service for 12 months from date of hire. Participants are always 100% vested in their company matching and profit-sharing contributions if they are employed on or after their Normal Retirement Age or if they terminate employment on account of their death or disability.

The following schedule is only applicable if the Company makes discretionary employer matching and/or profit-sharing contributions.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Vesting (Continued)

<u>Service Years</u>	<u>Matching</u>	<u>Profit Sharing</u>
<2	0%	0%
2	25%	25%
3	50%	50%
4	75%	75%
5+	100%	100%

Forfeited Accounts

Forfeitures represent unvested portions of terminated participants' accounts. The Plan allows forfeitures of non-vested Company contributions to be used in the following ways:

- Pay Administrative Expenses
- Reduce Company Contributions

At December 31, 2022 and 2021, forfeited non-vested accounts were insignificant. There were no forfeited non-vested accounts used for the year ended December 31, 2022.

Investment Options

Upon enrollment in the Plan, a participant may direct the contributions made to the Plan, for or on behalf of the participant, to any one or more of the investment funds determined at the discretion of the Plan Administrator and Plan Sponsor and in such multiples as the participant prescribes. A participant may change his or her investment direction with respect to future contributions or redirect the investment of his or her account balances.

Notes Receivable from Participants

Participants who are active employees may borrow against their vested account balances a minimum of \$1,000 up to a maximum amount equal to the lesser of 50% of their vested account balance or \$50,000. The loans, in the form of promissory notes, are secured by the balances in the participant's account, and bear interest at reasonable rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions and generally repaid within 5 years, unless for the purchase of a primary residence.

Benefits Paid to Participants

Upon termination of service, disability, or retirement, a participant is entitled to receive a distribution equal to the value of the participant's vested interest in his or her account. Distribution of a deceased participant's account will be made to the designated beneficiary.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Benefits Paid to Participants (Continued)

As required under Section 401(a)(9) of the IRC, a participant must begin receiving required minimum distributions from the Plan by April 1 of the calendar year following the later of (i) the year in which the participant reaches age 70½ or 72 if the participant is not 70½ prior to January 1, 2020, or (ii) the year in which the participant retires.

The following types of distributions are also allowed by the plan:

- Hardship
- In Service
- Involuntary cash-outs
- Rollover source withdrawal at any time

Plan Expenses

The Plan's expenses are paid by either the Plan or the Company, as provided by the plan document. Expenses paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net depreciation of fair value of investments.

Termination of the Plan

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, no further contributions will be made to the Plan and all amounts credited to the participant's account will become 100% vested. The Company will direct the distribution of the participant's account in a manner permitted by the Plan as soon as practicable.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 2 – Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. See Note 4 for discussion of fair value measurements. Interest and other income are recorded on the accrual basis. Purchases and sales of investments are recorded on the trade-date basis. Dividends are recorded on the ex-dividend date. The net depreciation of investments, including realized gains and losses on sales during the year and current changes in unrealized depreciation in the market value of investments held at year end, is presented in the statement of changes in net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make scheduled repayments and the Plan Administrator deems the participant note receivable to be in default, the participant note receivable balance is reduced and a benefit payment recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events were evaluated through October 9, 2023, which is the date the financial statements were available to be issued. Plan management has determined that no events or transactions, other than the item below, have occurred subsequent to the statements of net assets available for benefits date that require disclosure in the financial statements.

Subsequent to year-end, the Plan was amended effective January 3, 2023 to add Roth 401(k) contributions as an option for employee deferral contributions and allow roth rollovers into the Plan.

Note 3 – Certified Investments

Certain information summarized below related to the accompanying financial statements and the ERISA-required supplemental schedule was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 3 – Certified Investments (Continued)

	<u>2022</u>	<u>2021</u>
Investment values certified	\$ 106,008,312	\$ 132,647,251
Notes receivable from participants certified	\$ 960,468	\$ 673,086

Year ended December 31, 2022

Investment income certified:	
Net depreciation in fair value of investments	\$ (28,453,133)
Interest and dividends	\$ 5,179,368
Interest income on notes receivable from participants certified	\$ 37,123

Note 4 – Fair Value Measurements

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability; and
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

The following is a description of the valuation methodologies used for assets measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Note 4 – Fair Value Measurements (Continued)

Stable Value Collective Trust Fund

A stable value fund that is composed primarily of government and corporate fixed income securities that is valued at the net asset value (NAV) of units of the bank collective trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to require 12 months notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

Mutual Funds

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

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

	<u>2022</u>	<u>2021</u>
Level 1		
Mutual funds	\$ 89,885,195	\$ 118,598,515
Investments measured at net asset value	<u>16,123,117</u>	<u>14,048,736</u>
Total investments at fair value	<u>\$ 106,008,312</u>	<u>\$ 132,647,251</u>
	<u>2022</u>	<u>2021</u>
Stable value collective trust fund		
Fair value	\$ 16,123,117	\$ 14,048,736
Unfunded commitment	\$ -	\$ -
Redemption frequency	Daily	Daily
Participant redemption notice period	Immediate	Immediate

Gains and losses realized and unrealized, for the year ended December 31, 2022 are reported under net depreciation in fair value of investments on the accompanying statement of changes in net assets available for benefits.

Note 5 – Related Party Transactions and Transactions with Parties-in-Interest

A related party is any party who can control or significantly influence Plan management or operating policies. Parties-in-interest are defined under DOL regulations as any employees of the Plan, fiduciaries of

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

the Plan, service providers to the Plan, the employer whose employees are covered by the Plan, and certain significant owners of the employer and their relatives. Service providers may include, but are not limited to, the custodian, trustees, third-party administrator (TPA), investment managers, investment advisors, legal counsel, and Plan auditor.

Note 5 – Related Party Transactions and Transactions with Parties in Interest (Continued)

During the year ended December 31, 2022, the Plan made direct payments of \$10,038 to certain parties-in-interest for administration and investment advisory fees, as allowed by ERISA. The Plan sponsor pays directly any other fees related to the operation of the Plan.

Fees incurred by the Plan for the investment management services are included in the net depreciation in fair value of the related investment, as they are paid using investment earnings rather than a direct payment.

Note 6 – 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 7 – Tax Status

The Plan sponsor adopted a plan which received a favorable opinion letter, issued to the document provider, from the Internal Revenue Service dated June 30, 2020, which states that the Plan, as then designed, was in compliance with the applicable sections of the IRC and is, therefore, not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. Management is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan. The financial statement effects of uncertain tax positions taken by the Plan are recognized when the position is more likely than not, based on the technical merits, to 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 there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Generally, the statute of limitations for the IRS to assess taxes on a plan expires three years from the due date of the return or the date on which it was filed, whichever is later.

Note 8 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits between the financial statements and Form 5500 as of December 31, 2022 and 2021:

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 8 – Reconciliation of Financial Statements to Form 5500 (Continued)

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 106,968,780	\$ 133,320,337
Adjustment from fair value to contract value for stable value collective trust fund	<u>(1,088,390)</u>	<u>125,027</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 105,880,390</u>	<u>\$ 133,445,364</u>

The following is a reconciliation of net loss from these financial statements to the Form 5500.

	<u>Year ended December 31, 2022</u>
Net decrease - Financial Statements	\$ (26,351,557)
Adjustment from fair value related to the stable value collective trust fund	<u>(1,213,417)</u>
Net loss - Form 5500	<u>\$ (27,564,974)</u>

SUPPLEMENTAL SCHEDULE

Bradford Group 401(k) Plan
Exhibit A – Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN 36-3920489 Plan # 001
December 31, 2022

(a)	(b) Identity of Issuer, Borrower Lessor or Similar Party	(c) Description of Investment Maturity Date, Rate, Collateral, Value	(d) Cost	(e) Current Value
* Mutual funds (held by Fidelity Management Trust Company)				
	Oakmark	International Investor Fund	**	\$ 839,345
	Invesco	International Growth Fund R6	**	741,687
	Glenmede	Small Cap Equity Fund	**	1,911,733
	PIMCO	Real Return Fund Institutional Class	**	833,810
	* Fidelity Management Trust Company	Intermediate Bond Fund	**	2,753,285
	* Fidelity Management Trust Company	Equity - Income Fund Class K	**	810,996
	* Fidelity Management Trust Company	OTC Portfolio Fund Class K	**	7,542,687
	* Fidelity Management Trust Company	Value Fund Class K	**	2,623,558
	* Fidelity Management Trust Company	U.S. Bond Index Fund	**	958,003
	* Fidelity Management Trust Company	500 Index Fund	**	8,574,996
	* Fidelity Management Trust Company	International Index Fund	**	864,958
	* Fidelity Management Trust Company	Extended Market Index Fund	**	656,580
	* Fidelity Management Trust Company	Contrafund Fund K6	**	17,828,021
	* Fidelity Management Trust Company	Low-Priced Stock Fund Class K6	**	2,508,944
	* Fidelity Management Trust Company	Freedom 2005 Fund K6	**	199,436
	* Fidelity Management Trust Company	Freedom 2010 Fund K6	**	700,516
	* Fidelity Management Trust Company	Freedom 2015 Fund K6	**	1,024,063
	* Fidelity Management Trust Company	Freedom 2020 Fund K6	**	4,398,906
	* Fidelity Management Trust Company	Freedom 2025 Fund K6	**	6,772,327
	* Fidelity Management Trust Company	Freedom 2030 Fund K6	**	7,575,386
	* Fidelity Management Trust Company	Freedom 2035 Fund K6	**	3,999,400
	* Fidelity Management Trust Company	Freedom 2040 Fund K6	**	3,825,865
	* Fidelity Management Trust Company	Freedom 2045 Fund K6	**	1,644,525
	* Fidelity Management Trust Company	Freedom 2050 Fund K6	**	1,694,971
	* Fidelity Management Trust Company	Freedom 2055 Fund K6	**	1,264,800
	* Fidelity Management Trust Company	Freedom 2060 Fund K6	**	624,389
	* Fidelity Management Trust Company	Freedom 2065 Fund K6	**	104,144
	* Fidelity Management Trust Company	Freedom Income Fund Class K6	**	478,287
	* Fidelity Management Trust Company	Puritan Fund Class K6	**	6,129,577
* Stable value collective trust fund (held by Fidelity Management Trust Company)				
	* Fidelity Management Trust Company	Advisor Stable Value Portfolio	**	16,123,117
				106,008,312
	* Notes receivable from participants	Bearing interest at 4.25%-7.25%	-	960,468
				\$ 106,968,780

* A party-in-interest as defined by ERISA

** Not required for participant-directed transactions under an individual account plan

Bradford Group 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2022 and 2021

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

Independent Auditors' Report

401k Committee
Bradford Group 401(k) Plan
Niles, Illinois

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 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 DOL'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 Auditors' 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 (U.S. GAAP).
- 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, 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 Bradford Group 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements were 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.

Auditors' 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 Auditors' 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.

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, 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 U.S. GAAP.

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 audit 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplemental Schedule Required by ERISA (Continued)

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, is presented, in all material respects, in conformity with the DOL'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 the 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).

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
October 9, 2023

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

Assets	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 106,008,312	\$ 132,647,251
Notes receivable from participants	<u>960,468</u>	<u>673,086</u>
Net Assets Available for Benefits	<u>\$ 106,968,780</u>	<u>\$ 133,320,337</u>

The accompanying notes are an integral part of these statements.

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

Additions to Net Assets:	<u>2022</u>
Investment income	
Interest and dividends	\$ <u>5,179,368</u>
Interest income on notes receivable from participants	<u>37,123</u>
Contributions	
Participants	4,104,500
Rollover	<u>908,595</u>
Total Contributions	<u>5,013,095</u>
Total Additions to Net Assets	<u>10,229,586</u>
Deductions from Net Assets:	
Net depreciation in fair value of investments	28,453,133
Benefits paid to participants	8,117,972
Administrative expenses	<u>10,038</u>
Total Deductions from Net Assets	<u>36,581,143</u>
Decrease in Net Assets	(26,351,557)
Net Assets Available for Benefits - Beginning of Year	<u>133,320,337</u>
Net Assets Available for Benefits - End of Year	<u>\$ 106,968,780</u>

The accompanying notes are an integral part of this statement.

Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Note 1 – Description of Plan and Plan Amendment

The following description of Bradford Group 401(k) Plan (the Plan) provides only general information. The Plan was amended and restated effective March 23, 2022. As part of the amendment and restatement the Plan name was changed from Bradford Group Profit Sharing/401(k) Plan to Bradford Group 401(k) Plan and eligible compensation was amended. Other significant provisions of the amended and restated plan document are consistent with those of the prior plan document. Interested parties should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by BGE, Ltd. (the Plan Sponsor and Company) under the provisions of Section 401(a) of the United States Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company and any adopting participating employers. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

All employees of the Company and any participating affiliates are subject to the following eligibility requirements:

- Age: 18
- Service: None for elective employee contributions
- Status Exclusions:
 - a. Members of collective bargaining agreement unless the agreement requires the employee to be included under the Plan
 - b. Leased employees
 - c. Non-resident aliens with no U.S. earned income
 - d. Temporary and Casual employees
 - e. Employees who work exclusively for Hammacher Schlemmer

Upon satisfying the eligibility requirements, employees may participate in the Plan on the first day of next month. Participants are eligible to receive discretionary employer matching contributions and discretionary employer profit sharing contributions upon satisfying the eligibility requirements and if they are employed as of the last day of the Plan year.

Contributions

The Plan is funded through employee elective deferrals and Company contributions. Each year, participants may elect to contribute a portion of their compensation, subject to certain maximum limitations imposed by Section 402(g) of the IRC. At the discretion of the Plan Administrator, participants may be permitted to deposit or “rollover” into the Plan distributions they have received from other plans and certain Individual Retirement Accounts (IRAs). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Contributions (Continued)

The following contribution types are allowed by the plan:

- Elective deferrals
- Rollover contributions
- Employer matching
- Employer profit-sharing

Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may change their investment options at any time.

The Plan has an automatic enrollment provision (7% salary deferral), whereby employees must elect out of the Plan if they do not wish to participate.

The Company may make discretionary profit-sharing contributions which will be allocated in accordance with the plan document provisions. Participants must be employed on the last day of the plan year to be eligible to receive discretionary profit-sharing contributions.

The Company may make discretionary matching contributions. The Company will communicate the amount of any discretionary employer matching contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, and Plan earnings or losses and charged with an allocation of administrative expenses. Allocations may be charged based on participant earnings, account balances, or specific participant transactions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their elective deferrals including catch-up contributions, rollover contributions from other plans, and actual earnings thereon. The method for crediting vesting service for company matching and profit-sharing contributions is based on vesting periods of service. Participants are credited with a year of service for 12 months from date of hire. Participants are always 100% vested in their company matching and profit-sharing contributions if they are employed on or after their Normal Retirement Age or if they terminate employment on account of their death or disability.

The following schedule is only applicable if the Company makes discretionary employer matching and/or profit-sharing contributions.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Vesting (Continued)

<u>Service Years</u>	<u>Matching</u>	<u>Profit Sharing</u>
<2	0%	0%
2	25%	25%
3	50%	50%
4	75%	75%
5+	100%	100%

Forfeited Accounts

Forfeitures represent unvested portions of terminated participants' accounts. The Plan allows forfeitures of non-vested Company contributions to be used in the following ways:

- Pay Administrative Expenses
- Reduce Company Contributions

At December 31, 2022 and 2021, forfeited non-vested accounts were insignificant. There were no forfeited non-vested accounts used for the year ended December 31, 2022.

Investment Options

Upon enrollment in the Plan, a participant may direct the contributions made to the Plan, for or on behalf of the participant, to any one or more of the investment funds determined at the discretion of the Plan Administrator and Plan Sponsor and in such multiples as the participant prescribes. A participant may change his or her investment direction with respect to future contributions or redirect the investment of his or her account balances.

Notes Receivable from Participants

Participants who are active employees may borrow against their vested account balances a minimum of \$1,000 up to a maximum amount equal to the lesser of 50% of their vested account balance or \$50,000. The loans, in the form of promissory notes, are secured by the balances in the participant's account, and bear interest at reasonable rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions and generally repaid within 5 years, unless for the purchase of a primary residence.

Benefits Paid to Participants

Upon termination of service, disability, or retirement, a participant is entitled to receive a distribution equal to the value of the participant's vested interest in his or her account. Distribution of a deceased participant's account will be made to the designated beneficiary.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Benefits Paid to Participants (Continued)

As required under Section 401(a)(9) of the IRC, a participant must begin receiving required minimum distributions from the Plan by April 1 of the calendar year following the later of (i) the year in which the participant reaches age 70½ or 72 if the participant is not 70½ prior to January 1, 2020, or (ii) the year in which the participant retires.

The following types of distributions are also allowed by the plan:

- Hardship
- In Service
- Involuntary cash-outs
- Rollover source withdrawal at any time

Plan Expenses

The Plan's expenses are paid by either the Plan or the Company, as provided by the plan document. Expenses paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net depreciation of fair value of investments.

Termination of the Plan

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, no further contributions will be made to the Plan and all amounts credited to the participant's account will become 100% vested. The Company will direct the distribution of the participant's account in a manner permitted by the Plan as soon as practicable.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 2 – Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. See Note 4 for discussion of fair value measurements. Interest and other income are recorded on the accrual basis. Purchases and sales of investments are recorded on the trade-date basis. Dividends are recorded on the ex-dividend date. The net depreciation of investments, including realized gains and losses on sales during the year and current changes in unrealized depreciation in the market value of investments held at year end, is presented in the statement of changes in net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make scheduled repayments and the Plan Administrator deems the participant note receivable to be in default, the participant note receivable balance is reduced and a benefit payment recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events were evaluated through October 9, 2023, which is the date the financial statements were available to be issued. Plan management has determined that no events or transactions, other than the item below, have occurred subsequent to the statements of net assets available for benefits date that require disclosure in the financial statements.

Subsequent to year-end, the Plan was amended effective January 3, 2023 to add Roth 401(k) contributions as an option for employee deferral contributions and allow roth rollovers into the Plan.

Note 3 – Certified Investments

Certain information summarized below related to the accompanying financial statements and the ERISA-required supplemental schedule was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Note 3 – Certified Investments (Continued)

	<u>2022</u>	<u>2021</u>
Investment values certified	\$ 106,008,312	\$ 132,647,251
Notes receivable from participants certified	\$ 960,468	\$ 673,086

Year ended December 31, 2022

Investment income certified:	
Net depreciation in fair value of investments	\$ (28,453,133)
Interest and dividends	\$ 5,179,368
Interest income on notes receivable from participants certified	\$ 37,123

Note 4 – Fair Value Measurements

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability; and
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

The following is a description of the valuation methodologies used for assets measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Note 4 – Fair Value Measurements (Continued)

Stable Value Collective Trust Fund

A stable value fund that is composed primarily of government and corporate fixed income securities that is valued at the net asset value (NAV) of units of the bank collective trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to require 12 months notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

Mutual Funds

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

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

	<u>2022</u>	<u>2021</u>
Level 1		
Mutual funds	\$ 89,885,195	\$ 118,598,515
Investments measured at net asset value	<u>16,123,117</u>	<u>14,048,736</u>
Total investments at fair value	<u>\$ 106,008,312</u>	<u>\$ 132,647,251</u>
	<u>2022</u>	<u>2021</u>
Stable value collective trust fund		
Fair value	\$ 16,123,117	\$ 14,048,736
Unfunded commitment	\$ -	\$ -
Redemption frequency	Daily	Daily
Participant redemption notice period	Immediate	Immediate

Gains and losses realized and unrealized, for the year ended December 31, 2022 are reported under net depreciation in fair value of investments on the accompanying statement of changes in net assets available for benefits.

Note 5 – Related Party Transactions and Transactions with Parties-in-Interest

A related party is any party who can control or significantly influence Plan management or operating policies. Parties-in-interest are defined under DOL regulations as any employees of the Plan, fiduciaries of

Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

the Plan, service providers to the Plan, the employer whose employees are covered by the Plan, and certain significant owners of the employer and their relatives. Service providers may include, but are not limited to, the custodian, trustees, third-party administrator (TPA), investment managers, investment advisors, legal counsel, and Plan auditor.

Note 5 – Related Party Transactions and Transactions with Parties in Interest (Continued)

During the year ended December 31, 2022, the Plan made direct payments of \$10,038 to certain parties-in-interest for administration and investment advisory fees, as allowed by ERISA. The Plan sponsor pays directly any other fees related to the operation of the Plan.

Fees incurred by the Plan for the investment management services are included in the net depreciation in fair value of the related investment, as they are paid using investment earnings rather than a direct payment.

Note 6 – 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 7 – Tax Status

The Plan sponsor adopted a plan which received a favorable opinion letter, issued to the document provider, from the Internal Revenue Service dated June 30, 2020, which states that the Plan, as then designed, was in compliance with the applicable sections of the IRC and is, therefore, not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. Management is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan. The financial statement effects of uncertain tax positions taken by the Plan are recognized when the position is more likely than not, based on the technical merits, to 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 there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Generally, the statute of limitations for the IRS to assess taxes on a plan expires three years from the due date of the return or the date on which it was filed, whichever is later.

Note 8 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits between the financial statements and Form 5500 as of December 31, 2022 and 2021:

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 8 – Reconciliation of Financial Statements to Form 5500 (Continued)

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 106,968,780	\$ 133,320,337
Adjustment from fair value to contract value for stable value collective trust fund	<u>(1,088,390)</u>	<u>125,027</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 105,880,390</u>	<u>\$ 133,445,364</u>

The following is a reconciliation of net loss from these financial statements to the Form 5500.

	<u>Year ended December 31, 2022</u>
Net decrease - Financial Statements	\$ (26,351,557)
Adjustment from fair value related to the stable value collective trust fund	<u>(1,213,417)</u>
Net loss - Form 5500	<u>\$ (27,564,974)</u>

SUPPLEMENTAL SCHEDULE

Bradford Group 401(k) Plan
Exhibit A – Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN 36-3920489 Plan # 001
December 31, 2022

(a) Identity of Issuer, Borrower Lessor or Similar Party	(c) Description of Investment Maturity Date, Rate, Collateral, Value	(d) Cost	(e) Current Value
* Mutual funds (held by Fidelity Management Trust Company)			
Oakmark	International Investor Fund	**	\$ 839,345
Invesco	International Growth Fund R6	**	741,687
Glenmede	Small Cap Equity Fund	**	1,911,733
PIMCO	Real Return Fund Institutional Class	**	833,810
* Fidelity Management Trust Company	Intermediate Bond Fund	**	2,753,285
* Fidelity Management Trust Company	Equity - Income Fund Class K	**	810,996
* Fidelity Management Trust Company	OTC Portfolio Fund Class K	**	7,542,687
* Fidelity Management Trust Company	Value Fund Class K	**	2,623,558
* Fidelity Management Trust Company	U.S. Bond Index Fund	**	958,003
* Fidelity Management Trust Company	500 Index Fund	**	8,574,996
* Fidelity Management Trust Company	International Index Fund	**	864,958
* Fidelity Management Trust Company	Extended Market Index Fund	**	656,580
* Fidelity Management Trust Company	Contrafund Fund K6	**	17,828,021
* Fidelity Management Trust Company	Low-Priced Stock Fund Class K6	**	2,508,944
* Fidelity Management Trust Company	Freedom 2005 Fund K6	**	199,436
* Fidelity Management Trust Company	Freedom 2010 Fund K6	**	700,516
* Fidelity Management Trust Company	Freedom 2015 Fund K6	**	1,024,063
* Fidelity Management Trust Company	Freedom 2020 Fund K6	**	4,398,906
* Fidelity Management Trust Company	Freedom 2025 Fund K6	**	6,772,327
* Fidelity Management Trust Company	Freedom 2030 Fund K6	**	7,575,386
* Fidelity Management Trust Company	Freedom 2035 Fund K6	**	3,999,400
* Fidelity Management Trust Company	Freedom 2040 Fund K6	**	3,825,865
* Fidelity Management Trust Company	Freedom 2045 Fund K6	**	1,644,525
* Fidelity Management Trust Company	Freedom 2050 Fund K6	**	1,694,971
* Fidelity Management Trust Company	Freedom 2055 Fund K6	**	1,264,800
* Fidelity Management Trust Company	Freedom 2060 Fund K6	**	624,389
* Fidelity Management Trust Company	Freedom 2065 Fund K6	**	104,144
* Fidelity Management Trust Company	Freedom Income Fund Class K6	**	478,287
* Fidelity Management Trust Company	Puritan Fund Class K6	**	6,129,577
* Stable value collective trust fund (held by Fidelity Management Trust Company)			
* Fidelity Management Trust Company	Advisor Stable Value Portfolio	**	16,123,117
			106,008,312
* Notes receivable from participants	Bearing interest at 4.25%-7.25%	-	960,468
			<u>\$ 106,968,780</u>

* A party-in-interest as defined by ERISA

** Not required for participant-directed transactions under an individual account plan

Bradford Group 401(k) Plan

Financial Statements and Supplemental Schedule

December 31, 2022 and 2021

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MILLER COOPER & Co., Ltd

ACCOUNTANTS AND CONSULTANTS

Independent Auditors' Report

401k Committee
Bradford Group 401(k) Plan
Niles, Illinois

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 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 DOL'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 Auditors' 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 (U.S. GAAP).
- 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with GAAP, 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 Bradford Group 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements were 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.

Auditors' 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 Auditors' 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.

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, 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 U.S. GAAP.

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the table of contents, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 audit 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplemental Schedule Required by ERISA (Continued)

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, is presented, in all material respects, in conformity with the DOL'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 the 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).

MILLER, COOPER & CO., LTD.



Certified Public Accountants

Deerfield, Illinois
October 9, 2023

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

Assets	2022	2021
Investments, at fair value	\$ 106,008,312	\$ 132,647,251
Notes receivable from participants	<u>960,468</u>	<u>673,086</u>
Net Assets Available for Benefits	<u><u>\$ 106,968,780</u></u>	<u><u>\$ 133,320,337</u></u>

The accompanying notes are an integral part of these statements.

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

Additions to Net Assets:	2022
Investment income	
Interest and dividends	\$ 5,179,368
Interest income on notes receivable from participants	37,123
Contributions	
Participants	4,104,500
Rollover	908,595
Total Contributions	5,013,095
Total Additions to Net Assets	10,229,586
Deductions from Net Assets:	
Net depreciation in fair value of investments	28,453,133
Benefits paid to participants	8,117,972
Administrative expenses	10,038
Total Deductions from Net Assets	36,581,143
Decrease in Net Assets	(26,351,557)
Net Assets Available for Benefits - Beginning of Year	133,320,337
Net Assets Available for Benefits - End of Year	\$ 106,968,780

The accompanying notes are an integral part of this statement.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment

The following description of Bradford Group 401(k) Plan (the Plan) provides only general information. The Plan was amended and restated effective March 23, 2022. As part of the amendment and restatement the Plan name was changed from Bradford Group Profit Sharing/401(k) Plan to Bradford Group 401(k) Plan and eligible compensation was amended. Other significant provisions of the amended and restated plan document are consistent with those of the prior plan document. Interested parties should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established by BGE, Ltd. (the Plan Sponsor and Company) under the provisions of Section 401(a) of the United States Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company and any adopting participating employers. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

All employees of the Company and any participating affiliates are subject to the following eligibility requirements:

- Age: 18
- Service: None for elective employee contributions
- Status Exclusions:
 - a. Members of collective bargaining agreement unless the agreement requires the employee to be included under the Plan
 - b. Leased employees
 - c. Non-resident aliens with no U.S. earned income
 - d. Temporary and Casual employees
 - e. Employees who work exclusively for Hammacher Schlemmer

Upon satisfying the eligibility requirements, employees may participate in the Plan on the first day of next month. Participants are eligible to receive discretionary employer matching contributions and discretionary employer profit sharing contributions upon satisfying the eligibility requirements and if they are employed as of the last day of the Plan year.

Contributions

The Plan is funded through employee elective deferrals and Company contributions. Each year, participants may elect to contribute a portion of their compensation, subject to certain maximum limitations imposed by Section 402(g) of the IRC. At the discretion of the Plan Administrator, participants may be permitted to deposit or “rollover” into the Plan distributions they have received from other plans and certain Individual Retirement Accounts (IRAs). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Contributions (Continued)

The following contribution types are allowed by the plan:

- Elective deferrals
- Rollover contributions
- Employer matching
- Employer profit-sharing

Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may change their investment options at any time.

The Plan has an automatic enrollment provision (7% salary deferral), whereby employees must elect out of the Plan if they do not wish to participate.

The Company may make discretionary profit-sharing contributions which will be allocated in accordance with the plan document provisions. Participants must be employed on the last day of the plan year to be eligible to receive discretionary profit-sharing contributions.

The Company may make discretionary matching contributions. The Company will communicate the amount of any discretionary employer matching contributions.

Participant Accounts

Each participant's account is credited with the participant's contribution, an allocation of the Company's contributions, and Plan earnings or losses and charged with an allocation of administrative expenses. Allocations may be charged based on participant earnings, account balances, or specific participant transactions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately 100% vested in their elective deferrals including catch-up contributions, rollover contributions from other plans, and actual earnings thereon. The method for crediting vesting service for company matching and profit-sharing contributions is based on vesting periods of service. Participants are credited with a year of service for 12 months from date of hire. Participants are always 100% vested in their company matching and profit-sharing contributions if they are employed on or after their Normal Retirement Age or if they terminate employment on account of their death or disability.

The following schedule is only applicable if the Company makes discretionary employer matching and/or profit-sharing contributions.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Vesting (Continued)

<u>Service Years</u>	<u>Matching</u>	<u>Profit Sharing</u>
<2	0%	0%
2	25%	25%
3	50%	50%
4	75%	75%
5+	100%	100%

Forfeited Accounts

Forfeitures represent unvested portions of terminated participants' accounts. The Plan allows forfeitures of non-vested Company contributions to be used in the following ways:

- Pay Administrative Expenses
- Reduce Company Contributions

At December 31, 2022 and 2021, forfeited non-vested accounts were insignificant. There were no forfeited non-vested accounts used for the year ended December 31, 2022.

Investment Options

Upon enrollment in the Plan, a participant may direct the contributions made to the Plan, for or on behalf of the participant, to any one or more of the investment funds determined at the discretion of the Plan Administrator and Plan Sponsor and in such multiples as the participant prescribes. A participant may change his or her investment direction with respect to future contributions or redirect the investment of his or her account balances.

Notes Receivable from Participants

Participants who are active employees may borrow against their vested account balances a minimum of \$1,000 up to a maximum amount equal to the lesser of 50% of their vested account balance or \$50,000. The loans, in the form of promissory notes, are secured by the balances in the participant's account, and bear interest at reasonable rates, which are commensurate with local prevailing rates as determined by the Plan Administrator. Principal and interest are paid ratably through payroll deductions and generally repaid within 5 years, unless for the purchase of a primary residence.

Benefits Paid to Participants

Upon termination of service, disability, or retirement, a participant is entitled to receive a distribution equal to the value of the participant's vested interest in his or her account. Distribution of a deceased participant's account will be made to the designated beneficiary.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 1 – Description of Plan and Plan Amendment (Continued)

Benefits Paid to Participants (Continued)

As required under Section 401(a)(9) of the IRC, a participant must begin receiving required minimum distributions from the Plan by April 1 of the calendar year following the later of (i) the year in which the participant reaches age 70½ or 72 if the participant is not 70½ prior to January 1, 2020, or (ii) the year in which the participant retires.

The following types of distributions are also allowed by the plan:

- Hardship
- In Service
- Involuntary cash-outs
- Rollover source withdrawal at any time

Plan Expenses

The Plan's expenses are paid by either the Plan or the Company, as provided by the plan document. Expenses paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net assets available for benefits. In addition, certain investment-related expenses are included in net depreciation of fair value of investments.

Termination of the Plan

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time subject to the provisions of ERISA. Upon termination, no further contributions will be made to the Plan and all amounts credited to the participant's account will become 100% vested. The Company will direct the distribution of the participant's account in a manner permitted by the Plan as soon as practicable.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

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

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 2 – Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

Investments held by a defined contribution plan are required to be reported at fair value. See Note 4 for discussion of fair value measurements. Interest and other income are recorded on the accrual basis. Purchases and sales of investments are recorded on the trade-date basis. Dividends are recorded on the ex-dividend date. The net depreciation of investments, including realized gains and losses on sales during the year and current changes in unrealized depreciation in the market value of investments held at year end, is presented in the statement of changes in net assets available for benefits.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a participant ceases to make scheduled repayments and the Plan Administrator deems the participant note receivable to be in default, the participant note receivable balance is reduced and a benefit payment recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Subsequent events were evaluated through October 9, 2023, which is the date the financial statements were available to be issued. Plan management has determined that no events or transactions, other than the item below, have occurred subsequent to the statements of net assets available for benefits date that require disclosure in the financial statements.

Subsequent to year-end, the Plan was amended effective January 3, 2023 to add Roth 401(k) contributions as an option for employee deferral contributions and allow roth rollovers into the Plan.

Note 3 – Certified Investments

Certain information summarized below related to the accompanying financial statements and the ERISA-required supplemental schedule was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 3 – Certified Investments (Continued)

	<u>2022</u>	<u>2021</u>
Investment values certified	\$ 106,008,312	\$ 132,647,251
Notes receivable from participants certified	\$ 960,468	\$ 673,086

Year ended December 31, 2022

Investment income certified:	
Net depreciation in fair value of investments	\$ (28,453,133)
Interest and dividends	\$ 5,179,368
Interest income on notes receivable from participants certified	\$ 37,123

Note 4 – Fair Value Measurements

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

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability; and
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

The following is a description of the valuation methodologies used for assets measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2022 and 2021.

Note 4 – Fair Value Measurements (Continued)

Stable Value Collective Trust Fund

A stable value fund that is composed primarily of government and corporate fixed income securities that is valued at the net asset value (NAV) of units of the bank collective trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption of the collective trust, the issuer reserves the right to require 12 months notification in order to ensure that securities liquidations will be carried out in an orderly business manner.

Mutual Funds

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

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

	<u>2022</u>	<u>2021</u>
Level 1		
Mutual funds	\$ 89,885,195	\$ 118,598,515
Investments measured at net asset value	<u>16,123,117</u>	<u>14,048,736</u>
Total investments at fair value	<u>\$ 106,008,312</u>	<u>\$ 132,647,251</u>
	<u>2022</u>	<u>2021</u>
Stable value collective trust fund		
Fair value	\$ 16,123,117	\$ 14,048,736
Unfunded commitment	\$ -	\$ -
Redemption frequency	Daily	Daily
Participant redemption notice period	Immediate	Immediate

Gains and losses realized and unrealized, for the year ended December 31, 2022 are reported under net depreciation in fair value of investments on the accompanying statement of changes in net assets available for benefits.

Note 5 – Related Party Transactions and Transactions with Parties-in-Interest

A related party is any party who can control or significantly influence Plan management or operating policies. Parties-in-interest are defined under DOL regulations as any employees of the Plan, fiduciaries of

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

the Plan, service providers to the Plan, the employer whose employees are covered by the Plan, and certain significant owners of the employer and their relatives. Service providers may include, but are not limited to, the custodian, trustees, third-party administrator (TPA), investment managers, investment advisors, legal counsel, and Plan auditor.

Note 5 – Related Party Transactions and Transactions with Parties in Interest (Continued)

During the year ended December 31, 2022, the Plan made direct payments of \$10,038 to certain parties-in-interest for administration and investment advisory fees, as allowed by ERISA. The Plan sponsor pays directly any other fees related to the operation of the Plan.

Fees incurred by the Plan for the investment management services are included in the net depreciation in fair value of the related investment, as they are paid using investment earnings rather than a direct payment.

Note 6 – 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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 7 – Tax Status

The Plan sponsor adopted a plan which received a favorable opinion letter, issued to the document provider, from the Internal Revenue Service dated June 30, 2020, which states that the Plan, as then designed, was in compliance with the applicable sections of the IRC and is, therefore, not subject to tax under present income tax law. The Plan is required to operate in conformity with the IRC to maintain its qualification. Management is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan. The financial statement effects of uncertain tax positions taken by the Plan are recognized when the position is more likely than not, based on the technical merits, to 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 there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Generally, the statute of limitations for the IRS to assess taxes on a plan expires three years from the due date of the return or the date on which it was filed, whichever is later.

Note 8 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits between the financial statements and Form 5500 as of December 31, 2022 and 2021:

**Bradford Group 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021**

Note 8 – Reconciliation of Financial Statements to Form 5500 (Continued)

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 106,968,780	\$ 133,320,337
Adjustment from fair value to contract value for stable value collective trust fund	<u>(1,088,390)</u>	<u>125,027</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 105,880,390</u>	<u>\$ 133,445,364</u>

The following is a reconciliation of net loss from these financial statements to the Form 5500.

	<u>Year ended December 31, 2022</u>
Net decrease - Financial Statements	\$ (26,351,557)
Adjustment from fair value related to the stable value collective trust fund	<u>(1,213,417)</u>
Net loss - Form 5500	<u>\$ (27,564,974)</u>

SUPPLEMENTAL SCHEDULE

Bradford Group 401(k) Plan
Exhibit A – Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
EIN 36-3920489 Plan # 001
December 31, 2022

(a)	(b) Identity of Issuer, Borrower Lessor or Similar Party	(c) Description of Investment Maturity Date, Rate, Collateral, Value	(d) Cost	(e) Current Value
* Mutual funds (held by Fidelity Management Trust Company)				
	Oakmark	International Investor Fund	**	\$ 839,345
	Invesco	International Growth Fund R6	**	741,687
	Glenmede	Small Cap Equity Fund	**	1,911,733
	PIMCO	Real Return Fund Institutional Class	**	833,810
	* Fidelity Management Trust Company	Intermediate Bond Fund	**	2,753,285
	* Fidelity Management Trust Company	Equity - Income Fund Class K	**	810,996
	* Fidelity Management Trust Company	OTC Portfolio Fund Class K	**	7,542,687
	* Fidelity Management Trust Company	Value Fund Class K	**	2,623,558
	* Fidelity Management Trust Company	U.S. Bond Index Fund	**	958,003
	* Fidelity Management Trust Company	500 Index Fund	**	8,574,996
	* Fidelity Management Trust Company	International Index Fund	**	864,958
	* Fidelity Management Trust Company	Extended Market Index Fund	**	656,580
	* Fidelity Management Trust Company	Contrafund Fund K6	**	17,828,021
	* Fidelity Management Trust Company	Low-Priced Stock Fund Class K6	**	2,508,944
	* Fidelity Management Trust Company	Freedom 2005 Fund K6	**	199,436
	* Fidelity Management Trust Company	Freedom 2010 Fund K6	**	700,516
	* Fidelity Management Trust Company	Freedom 2015 Fund K6	**	1,024,063
	* Fidelity Management Trust Company	Freedom 2020 Fund K6	**	4,398,906
	* Fidelity Management Trust Company	Freedom 2025 Fund K6	**	6,772,327
	* Fidelity Management Trust Company	Freedom 2030 Fund K6	**	7,575,386
	* Fidelity Management Trust Company	Freedom 2035 Fund K6	**	3,999,400
	* Fidelity Management Trust Company	Freedom 2040 Fund K6	**	3,825,865
	* Fidelity Management Trust Company	Freedom 2045 Fund K6	**	1,644,525
	* Fidelity Management Trust Company	Freedom 2050 Fund K6	**	1,694,971
	* Fidelity Management Trust Company	Freedom 2055 Fund K6	**	1,264,800
	* Fidelity Management Trust Company	Freedom 2060 Fund K6	**	624,389
	* Fidelity Management Trust Company	Freedom 2065 Fund K6	**	104,144
	* Fidelity Management Trust Company	Freedom Income Fund Class K6	**	478,287
	* Fidelity Management Trust Company	Puritan Fund Class K6	**	6,129,577
* Stable value collective trust fund (held by Fidelity Management Trust Company)				
	* Fidelity Management Trust Company	Advisor Stable Value Portfolio	**	16,123,117
				106,008,312
	* Notes receivable from participants	Bearing interest at 4.25%-7.25%	-	960,468
				<u>\$ 106,968,780</u>

* A party-in-interest as defined by ERISA

** Not required for participant-directed transactions under an individual account plan