

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>	
A This return/report is for:	☐ a multiemployer plan ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a single-employer plan ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II Basic Plan Information —enter all requested information		
1a Name of plan <u>CLEVELAND BROTHERS RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>CLEVELAND BROTHERS HOLDINGS, INC.</u> <u>5300 PAXTON STREET</u> <u>HARRISBURG, PA 17111</u>		
1c Effective date of plan <u>11/01/1949</u>		
2b Employer Identification Number (EIN) <u>20-3561796</u>		
2c Plan Sponsor's telephone number <u>717-561-3316</u>		
2d Business code (see instructions) <u>423800</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2023	JOSEPH A BURGESS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2023	JOSEPH J. LUNDY
	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 ADMINISTRATIVE COMMITTEE CLEVELAND BROTHERS HOLDINGS, INC. 5300 PAXON STREET HARRISBURG, PA 17111	3b Administrator's EIN 20-3561796 3c Administrator's telephone number 717-561-3316
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 1575
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) 1002 6a(2) 1038 6b 16 6c 595 6d 1649 6e 13 6f 1662 6g 1632 6h 67
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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 CLEVELAND BROTHERS RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEVELAND BROTHERS HOLDINGS, INC.	D Employer Identification Number (EIN) 20-3561796	

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
THE VANGUARD GROUP, INC.
23-1945930

(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)

VANGUARD ADVISERS INC.

23-2811930

(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?
26	NONE	138499	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 25 37 52 99	NONE	10145	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	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.
BARON FUNDS 767 5TH AVENUE NEW YORK, NY 10153	35 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	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.
THE FRANKLIN TEMPLETON GROUP 94-2990534	15 BPS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP, INC.	99	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.
ARTISAN 30-0551775	7 BPS

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 CLEVELAND BROTHERS RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CLEVELAND BROTHERS HOLDINGS, INC.	D Employer Identification Number (EIN) 20-3561796	

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: VANGUARD RETIREMENT SAVINGS TRUST		
b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY		
c EIN-PN 45-5436422-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5020149
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
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
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>CLEVELAND BROTHERS RETIREMENT 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>CLEVELAND BROTHERS HOLDINGS, INC.</u>	D Employer Identification Number (EIN) <u>20-3561796</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	67045779205268
(2) Participant contributions.....		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property)		1c(6)	
(7) Loans (other than to participants).....		1c(7)	
(8) Participant loans.....		1c(8)	1077407933187
(9) Value of interest in common/collective trusts.....		1c(9)	63395255020149
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts.....		1c(11)	
(12) Value of interest in 103-12 investment entities		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	252113029208432916
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	266234538	223591520

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	266234538	223591520
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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)	10172912	
(B) Participants	2a(1)(B)	6842337	
(C) Others (including rollovers)	2a(1)(C)	548040	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		17563289
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	48171	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		48171
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7870438	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		7870438
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		75373
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-47159773
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-21602502
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	20645689	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)	152	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		20645841
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	147764	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		147764
j Total expenses. Add all expense amounts in column (b) and enter total	2j		20793605
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-42396107
l Transfers of assets:			
(1) To this plan	2l(1)		225276
(2) From this plan	2l(2)		472187

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: RSM US, LLP

(2) EIN: 42-0714325

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		2500000
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			

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)
CLEVELAND BROTHERS RETIREMENT PLAN FOR UNION EMPLOYEES	20-3561796	008

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 CLEVELAND BROTHERS RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 CLEVELAND BROTHERS HOLDINGS, INC.		D Employer Identification Number (EIN) 20-3561796
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): 23-2186884		
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:	14a		
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).....		14b	
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)			14c
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)			
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:	15a		
a The corresponding number for the plan year immediately preceding the current plan year.....		15b	
b The corresponding number for the second preceding plan year.....			
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:	16a		
a Enter the number of employers who withdrew during the preceding plan year		16b	
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.....			
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 _____

Cleveland Brothers Retirement Plan

Financial Report
December 31, 2022

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Independent Auditor's Report

Board of Directors
Cleveland Brothers Retirement Plan

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

We have performed audits of the financial statements of Cleveland Brothers Retirement 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 statements of changes in net assets available for benefits for the years then ended, 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 a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the 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 Auditor's Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. 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 the Plan's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of 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 U.S. 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 of Schedule H, line 4(i)—schedule of assets (held at end of year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the 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 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).

RSM US LLP

Cleveland, Ohio
October 10, 2023

Cleveland Brothers Retirement Plan

Statements of Net Assets Available for Benefits December 31, 2022 and 2021

	2022	2021
Assets		
Investments, at fair value:		
Registered investment companies	\$ 208,432,916	\$ 252,113,029
Common/collective trust fund	5,020,149	6,339,525
Total investments	213,453,065	258,452,554
Receivables:		
Employer contributions	9,205,268	6,704,577
Notes receivable from participants	933,187	1,077,407
Total receivables	10,138,455	7,781,984
Net assets available for benefits	\$ 223,591,520	\$ 266,234,538

See notes to financial statements.

Cleveland Brothers Retirement Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2022 and 2021

	2022	2021
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (47,159,773)	\$ 10,642,919
Interest and dividends	7,945,811	22,601,234
Total investment (loss) income	(39,213,962)	33,244,153
Interest on notes receivable from participants	48,171	55,432
Contributions:		
Participant	6,842,337	6,257,068
Employer	10,172,912	7,421,500
Rollover	548,040	429,482
Total contributions	17,563,289	14,108,050
	(21,602,502)	47,407,635
Deductions:		
Benefits paid to participants	20,645,689	19,897,048
Administrative expenses	147,916	142,823
Total deductions	20,793,605	20,039,871
Net change prior to transfers	(42,396,107)	27,367,764
Transfers:		
From Cleveland Brothers Retirement Plan for Union Employees	225,276	920,939
To Cleveland Brothers Retirement Plan for Union Employees	(472,187)	(337,974)
Net transfers	(246,911)	582,965
Net change in net assets available for benefits	(42,643,018)	27,950,729
Net assets available for benefits:		
Beginning	266,234,538	238,283,809
Ending	\$ 223,591,520	\$ 266,234,538

See notes to financial statements.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Cleveland Brothers Retirement Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan was established in 1949 to provide retirement benefits for the employees of Cleveland Brothers Equipment Co., Inc. (the Company) and the employees of CB Mining, Inc. and CWW Conveyor Systems, LLC. The Plan is a defined contribution plan covering all eligible employees of the Company. Eligible employee means an employee of the Company, except for leased employees, temporary employees, nonresident aliens, independent contractors and employees covered by a collective bargaining agreement. The Plan provides, among other things, for retirement and death benefits equal to a participant's account balance. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions: Each year, participants may contribute up to 80% of pre-tax annual compensation, as defined in the Plan. Additionally, participants may designate some or all of their contributions as Roth after-tax contributions in accordance with the Internal Revenue Code (IRC) Section 402(g) annual limitations. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions and Roth after-tax catch-up contributions in accordance with and subject to the limitations of the IRC. Participants may also contribute amounts, in the form of rollover contributions, representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of contributions into various investment options offered by the Plan. Employer matching contributions to the Plan are made each payroll period in an amount equal to a specified percentage of the total amount of participant basic contributions and supplemental contributions made with respect to each payroll period. The matching percentage is discretionary and is determined annually by the board of directors. During 2022 and 2021, the Company matching contribution was 25% of the first 5% of employee contributions. The Company matching contribution was suspended in April 2020 and was reinstated in April 2021.

The Plan also has a profit sharing component, whereby the Company may make discretionary contributions on an annual basis, on behalf of eligible participants. Such contributions are determined by the Company's board of directors based on the earnings of the Company. For the years ended December 31, 2022 and 2021, the Company made profit sharing contributions to the Plan in the amounts of \$8,967,059 and \$6,520,376, respectively, which represented 13% of eligible employee compensation for 2022 and 10% of eligible employee compensation for 2021. Participants direct the investment of contributions into various investment options offered by the Plan.

Participants in the Plan who do not take action to decline enrollment in the Plan are automatically enrolled with a pre-tax contribution rate equal to 3% of their annual compensation. Contributions are invested in a Vanguard Target Retirement Fund based on the participant's anticipated retirement date. Participants are also automatically enrolled in annual pre-tax contribution rate increases of 1% up to a maximum of 20%.

Employees of CB Mining, Inc. and CWW Conveyor Systems, LLC: On September 3, 2013, the Company amended the Plan to include separate provisions for CB Mining, Inc. (which is under common ownership with the Company and is the exclusive dealer of Caterpillar Global Mining LLC's products) employees who became participants in the Plan. Under the terms of the amendment, the Company offers the Cleveland Brothers Retirement Plan to all CB Mining, Inc. employees.

On March 23, 2015, the Company amended the Plan to include separate provisions for CWW Conveyor Systems, LLC employees who became participants in the Plan. Under the terms of the amendment, the Company offers the Cleveland Brothers Retirement Plan to all CWW Conveyor Systems, LLC employees.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

On April 15, 2016, the business operations of CWW Conveyor Systems, LLC ceased and in February 2017, the assets of the business were sold. Therefore, there were no further contributions to the Plan related to CWW Conveyor Systems, LLC since the 2015 Plan year.

CB Mining, Inc. matching contributions to the Plan are made each payroll period in an amount equal to a specified percentage of the total amount of Participant Basic Contributions and Supplemental Contributions made with respect to each payroll period. The matching percentage is discretionary and is determined annually by the board of directors of CB Mining, Inc. For 2022 and 2021, the CB Mining, Inc. matching contributions were 100% of the first 6% of employee contributions. The Company matching contribution for CB Mining, Inc. was suspended in April 2020 and was reinstated in April 2021.

The plan amendments also provide for nonelective contributions by CB Mining, Inc. to eligible employees (subject to certain limitations). Employees are eligible to participate in the nonelective contribution upon completion of one year of service. The share of each participant's contribution shall be based on a point system calculated on the last day of each plan year, which is the sum of the participant's age plus years of service. Based on the participant's point total, a contribution shall be made by the employer in an amount equal to a percentage of the participant's compensation, which ranges from 3% to 5%.

CB Mining, Inc.'s nonelective contribution was \$238,209 and \$184,201 for the years ended December 31, 2022 and 2021, respectively.

Participant accounts: Each participant's account is credited with the participant's contribution, the Company's matching and profit sharing contributions, and actual earnings (losses). Allocations are based on participant earnings (losses) or account balances by fund, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions and rollovers from other plans plus actual earnings (losses) thereon. Vesting in the Company contribution portion of their account, plus actual earnings (losses) thereon, is based on years of continuous service. A participant is 100% vested in the Company contribution portion of their account after three years of credited service.

Notes receivable from participants: Participants may borrow funds from their individual accounts within defined limits. Loan repayment periods shall not exceed five years, unless the loan is used to purchase a principal residence, in which case the repayment period shall not exceed 15 years. Interest is charged at a fixed percentage rate ranging from 4.25% to 7.25% at December 31, 2022, based on market rates at the inception of each loan.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Defaulted loans are treated as distributions based upon the terms of the plan document.

Payment of benefits: Upon termination of service, including death, disability, or retirement, a participant may receive the value of their account in a lump-sum payment. Mandatory or involuntary lump-sum distributions less than \$5,000 shall be made as provided for by the Plan. A participant may also withdraw their vested interest in the Plan upon attainment of age 59½ and under certain hardship conditions in accordance with plan provision.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

On March 27, 2020, Congress enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act, which allowed qualified participants the ability to receive COVID-related distributions from their 401(k) accounts. Qualified participants had the option to take a coronavirus (CV) distribution during the 2020 Plan year from their vested account balance. The aggregate amount of the CV distributions was not to exceed the lesser of \$100,000 or the participant's vested account balances. The CV distributions were not subject to the early distribution penalty or mandatory income tax withholding. Participants still employed by the Company may elect to repay all or a portion of the CV distribution to the Plan within three years.

Transfers: Upon change in employee status between union and nonunion, the Plan Sponsor initiates a transfer of the participant's account balance between the Cleveland Brothers Retirement Plan and the Cleveland Brothers Retirement Plan for Union Employees. As such, the transferred assets have been presented as transfers on the statements of changes in net assets available for benefits for the years ended December 31, 2022 and 2021.

Forfeited accounts: As of December 31, 2022 and 2021, forfeited nonvested accounts totaled \$148,410 and \$251,340, respectively. These accounts may be used, at the discretion of the Company, to either reduce future Company contributions, pay plan expenses, or be reallocated among the eligible active participants at the end of the plan year in which the forfeitures occur. The Company used forfeitures of \$200,000 and \$41,561 for the years ended December 31, 2022 and 2021, respectively, to reduce the Company match.

Plan termination: Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their total account.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment valuation and income recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes realized and unrealized gains and losses on investments bought, sold, and held during the year. Capital gain distributions are included in dividend income.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: The Company pays certain plan expenses on behalf of the Plan.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Subsequent events: The Plan has evaluated subsequent events for potential recognition and/or disclosure through October 10, 2023, the date the financial statements were available to be issued.

Note 3. Information Certified and Provided by Vanguard Fiduciary Trust Company

The following is a summary of the asset information as of December 31, 2022 and 2021, and for the years then ended, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

	2022	2021
Registered investment companies	\$208,432,916	\$252,113,029
Common/collective trust fund	\$ 5,020,149	\$ 6,339,525
Notes receivable from participants	\$ 933,187	\$ 1,077,407

The trustee also certified to the completeness and accuracy of the following for the years ended December 31:

	2022	2021
Net (depreciation) appreciation in fair value of investments	\$ (47,159,773)	\$ 10,642,919
Interest and dividends from investments	\$ 7,945,811	\$ 22,601,234
Interest on notes receivable from participants	\$ 48,171	\$ 55,432

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

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

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

The asset'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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Registered investment companies: Valued at the daily closing price as reported by the fund, which represents the net asset value (NAV) of the fund. Each fund's NAV is calculated as of the close of business of the New York Stock Exchange (NYSE) and National Association of Securities Dealers Automated Quotations (NASDAQ). These funds are required to publish their daily NAV and to transact at that price and are deemed to be actively traded.

Common/collective trust fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts that is valued at the 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.

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

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

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

	2022			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 208,432,916	\$ -	\$ -	\$ 208,432,916
Total assets in the fair value hierarchy	\$ 208,432,916	\$ -	\$ -	208,432,916
Investments measured at NAV ^(a)				5,020,149
Investments at fair value				<u>\$ 213,453,065</u>
	2021			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 252,113,029	\$ -	\$ -	\$ 252,113,029
Total assets in the fair value hierarchy	\$ 252,113,029	\$ -	\$ -	252,113,029
Investments measured at NAV ^(a)				6,339,525
Investments at fair value				<u>\$ 258,452,554</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period. For the years ended December 31, 2022 and 2021, there were no transfers in or out of Level 1, 2 or 3.

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using the NAV per share (or its equivalent) as of December 31:

Investment	Fair Value		Unfunded Commitment	Redemption Frequency	Redemption Notice Period
	2022	2021			
Common/collective trust fund	\$ 5,020,149	\$ 6,339,525	None	Daily	None

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 5. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated April 3, 2018, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended subsequent to the period covered by the determination letter, the Plan Administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6. Party-in-Interest Transactions

The Plan invests in shares of registered investment companies managed by an affiliate of Vanguard Fiduciary Trust Company. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. All other transactions, which may be considered party-in-interest transactions, relate to normal plan management and administrative services and the related payment of fees. Administrative expenses paid to parties-in-interest were \$147,916 and \$142,823 for the years ended December 31, 2022 and 2021, respectively.

Note 7. Risks and Uncertainties

The Plan invests in various investment securities. Investments 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 a least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits. For the years ended December 31, 2022 and 2021, 11% of the Plan's investments are in a single registered investment company. This is a concentration of credit risk.

Supplemental Schedule

Cleveland Brothers Retirement Plan

Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year) December 31, 2022

Employer Identification Number: 20-3561796

Plan Number 001

(a)	(b)	(c)	(e)
	Identity of Party	Description of Investment	Current Value
		Registered investment companies:	
	Artisan	Artisan International Fund, Investor Class	\$ 759,082
	Baron	Baron Growth Fund	3,652,282
	Cohen & Steers	Cohen & Steers Realty Shares, Inc. Fund	569,295
	DoubleLine	DoubleLine Total Return Bond Fund Class I	2,962,769
	Fidelity	Fidelity Contrafund: K6	9,443,829
	Fidelity	Fidelity Floating Rate High Yield	425,963
	PIMCO	PIMCO All Asset Fund Administrative Class	605,390
	PIMCO	PIMCO High Yield Fund	1,389,628
	Principal	Principal Preferred Securities R5 Fund	951,284
*	Vanguard	Vanguard 500 Index Fund Investor Shares	17,991,708
*	Vanguard	Vanguard Dividend Growth Fund	2,531,183
*	Vanguard	Vanguard Emerging Markets Stock Index Fund	2,936,145
*	Vanguard	Vanguard Equity Income Fund Investor Shares	7,767,927
*	Vanguard	Vanguard Global Equity Fund	3,213,828
*	Vanguard	Vanguard International Value Fund	7,177,728
*	Vanguard	Vanguard Mid-Cap Index Fund	5,721,013
*	Vanguard	Vanguard Cash Reserve Federal Money Market Fund	6,499,518
*	Vanguard	Vanguard STAR Fund	672,911
*	Vanguard	Vanguard Short-Term Investment-Grade Fund Investor Shares	935,873
*	Vanguard	Vanguard Short-Term Treasury Fund Investor Shares	1,203,375
*	Vanguard	Vanguard Small-Cap Index Fund Investor Shares	3,336,803
*	Vanguard	Vanguard Target Retirement 2020 Fund	4,816,096
*	Vanguard	Vanguard Target Retirement 2025 Fund	11,080,071
*	Vanguard	Vanguard Target Retirement 2030 Fund	18,620,583
*	Vanguard	Vanguard Target Retirement 2035 Fund	15,404,348
*	Vanguard	Vanguard Target Retirement 2040 Fund	11,076,936
*	Vanguard	Vanguard Target Retirement 2045 Fund	11,831,445
*	Vanguard	Vanguard Target Retirement 2050 Fund	9,901,750
*	Vanguard	Vanguard Target Retirement 2055 Fund	6,005,371
*	Vanguard	Vanguard Target Retirement 2060 Fund	3,118,581
*	Vanguard	Vanguard Target Retirement 2065 Fund	414,753
*	Vanguard	Vanguard Target Retirement 2070 Fund	2,875
*	Vanguard	Vanguard Target Retirement Income	996,776
*	Vanguard	Vanguard Wellesley Income Fund Investor Shares	8,904,815
*	Vanguard	Vanguard Wellington Fund Investor Shares	25,510,982
			<u>208,432,916</u>
		Common/collective trust fund:	
*	Vanguard	Vanguard Retirement Savings Trust	5,020,149
*	Notes receivable from participants	Participant loans with interest rates from 4.25% to 7.25% and various maturity dates through 2037	<u>933,187</u>
			<u>\$ 214,386,252</u>

* Represents a party-in-interest

Note: The above information has been certified as complete and accurate by Vanguard Fiduciary Trust Company, the trustee of the Plan. Column (d) (Cost) has been omitted as it is not required under ERISA.

Plan Name	Cleveland Brothers Retirement Plan	EIN: 20-3561796
Plan Sponsor's Name	Cleveland Brothers Holdings, Inc.	PN: 001

[illegible]

Cleveland Brothers Retirement Plan

Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year) December 31, 2022

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Plan Number 001

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	Fidelity	Fidelity Contrafund: K6	9,443,829
	Fidelity	Fidelity Floating Rate High Yield	425,963
	PIMCO	PIMCO All Asset Fund Administrative Class	605,390
	PIMCO	PIMCO High Yield Fund	1,389,628
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		Common/collective trust fund:	
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*	Notes receivable from participants	Participant loans with interest rates from 4.25% to 7.25% and various maturity dates through 2037	<u>933,187</u>
			<u>\$ 214,386,252</u>

* Represents a party-in-interest

Note: The above information has been certified as complete and accurate by Vanguard Fiduciary Trust Company, the trustee of the Plan. Column (d) (Cost) has been omitted as it is not required under ERISA.

Cleveland Brothers Retirement Plan

Financial Report
December 31, 2022

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Independent Auditor's Report

Board of Directors
Cleveland Brothers Retirement Plan

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

We have performed audits of the financial statements of Cleveland Brothers Retirement 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 statements of changes in net assets available for benefits for the years then ended, 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 a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the 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 Auditor's Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with U.S. 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 the Plan's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of 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 U.S. 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 of Schedule H, line 4(i)—schedule of assets (held at end of year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the 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 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).

RSM US LLP

Cleveland, Ohio
October 10, 2023

Cleveland Brothers Retirement Plan

Statements of Net Assets Available for Benefits December 31, 2022 and 2021

	2022	2021
Assets		
Investments, at fair value:		
Registered investment companies	\$ 208,432,916	\$ 252,113,029
Common/collective trust fund	5,020,149	6,339,525
Total investments	213,453,065	258,452,554
Receivables:		
Employer contributions	9,205,268	6,704,577
Notes receivable from participants	933,187	1,077,407
Total receivables	10,138,455	7,781,984
Net assets available for benefits	\$ 223,591,520	\$ 266,234,538

See notes to financial statements.

Cleveland Brothers Retirement Plan

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2022 and 2021

	2022	2021
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (47,159,773)	\$ 10,642,919
Interest and dividends	7,945,811	22,601,234
Total investment (loss) income	(39,213,962)	33,244,153
Interest on notes receivable from participants	48,171	55,432
Contributions:		
Participant	6,842,337	6,257,068
Employer	10,172,912	7,421,500
Rollover	548,040	429,482
Total contributions	17,563,289	14,108,050
	(21,602,502)	47,407,635
Deductions:		
Benefits paid to participants	20,645,689	19,897,048
Administrative expenses	147,916	142,823
Total deductions	20,793,605	20,039,871
Net change prior to transfers	(42,396,107)	27,367,764
Transfers:		
From Cleveland Brothers Retirement Plan for Union Employees	225,276	920,939
To Cleveland Brothers Retirement Plan for Union Employees	(472,187)	(337,974)
Net transfers	(246,911)	582,965
Net change in net assets available for benefits	(42,643,018)	27,950,729
Net assets available for benefits:		
Beginning	266,234,538	238,283,809
Ending	\$ 223,591,520	\$ 266,234,538

See notes to financial statements.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Cleveland Brothers Retirement Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General: The Plan was established in 1949 to provide retirement benefits for the employees of Cleveland Brothers Equipment Co., Inc. (the Company) and the employees of CB Mining, Inc. and CWW Conveyor Systems, LLC. The Plan is a defined contribution plan covering all eligible employees of the Company. Eligible employee means an employee of the Company, except for leased employees, temporary employees, nonresident aliens, independent contractors and employees covered by a collective bargaining agreement. The Plan provides, among other things, for retirement and death benefits equal to a participant's account balance. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions: Each year, participants may contribute up to 80% of pre-tax annual compensation, as defined in the Plan. Additionally, participants may designate some or all of their contributions as Roth after-tax contributions in accordance with the Internal Revenue Code (IRC) Section 402(g) annual limitations. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions and Roth after-tax catch-up contributions in accordance with and subject to the limitations of the IRC. Participants may also contribute amounts, in the form of rollover contributions, representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of contributions into various investment options offered by the Plan. Employer matching contributions to the Plan are made each payroll period in an amount equal to a specified percentage of the total amount of participant basic contributions and supplemental contributions made with respect to each payroll period. The matching percentage is discretionary and is determined annually by the board of directors. During 2022 and 2021, the Company matching contribution was 25% of the first 5% of employee contributions. The Company matching contribution was suspended in April 2020 and was reinstated in April 2021.

The Plan also has a profit sharing component, whereby the Company may make discretionary contributions on an annual basis, on behalf of eligible participants. Such contributions are determined by the Company's board of directors based on the earnings of the Company. For the years ended December 31, 2022 and 2021, the Company made profit sharing contributions to the Plan in the amounts of \$8,967,059 and \$6,520,376, respectively, which represented 13% of eligible employee compensation for 2022 and 10% of eligible employee compensation for 2021. Participants direct the investment of contributions into various investment options offered by the Plan.

Participants in the Plan who do not take action to decline enrollment in the Plan are automatically enrolled with a pre-tax contribution rate equal to 3% of their annual compensation. Contributions are invested in a Vanguard Target Retirement Fund based on the participant's anticipated retirement date. Participants are also automatically enrolled in annual pre-tax contribution rate increases of 1% up to a maximum of 20%.

Employees of CB Mining, Inc. and CWW Conveyor Systems, LLC: On September 3, 2013, the Company amended the Plan to include separate provisions for CB Mining, Inc. (which is under common ownership with the Company and is the exclusive dealer of Caterpillar Global Mining LLC's products) employees who became participants in the Plan. Under the terms of the amendment, the Company offers the Cleveland Brothers Retirement Plan to all CB Mining, Inc. employees.

On March 23, 2015, the Company amended the Plan to include separate provisions for CWW Conveyor Systems, LLC employees who became participants in the Plan. Under the terms of the amendment, the Company offers the Cleveland Brothers Retirement Plan to all CWW Conveyor Systems, LLC employees.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

On April 15, 2016, the business operations of CWW Conveyor Systems, LLC ceased and in February 2017, the assets of the business were sold. Therefore, there were no further contributions to the Plan related to CWW Conveyor Systems, LLC since the 2015 Plan year.

CB Mining, Inc. matching contributions to the Plan are made each payroll period in an amount equal to a specified percentage of the total amount of Participant Basic Contributions and Supplemental Contributions made with respect to each payroll period. The matching percentage is discretionary and is determined annually by the board of directors of CB Mining, Inc. For 2022 and 2021, the CB Mining, Inc. matching contributions were 100% of the first 6% of employee contributions. The Company matching contribution for CB Mining, Inc. was suspended in April 2020 and was reinstated in April 2021.

The plan amendments also provide for nonelective contributions by CB Mining, Inc. to eligible employees (subject to certain limitations). Employees are eligible to participate in the nonelective contribution upon completion of one year of service. The share of each participant's contribution shall be based on a point system calculated on the last day of each plan year, which is the sum of the participant's age plus years of service. Based on the participant's point total, a contribution shall be made by the employer in an amount equal to a percentage of the participant's compensation, which ranges from 3% to 5%.

CB Mining, Inc.'s nonelective contribution was \$238,209 and \$184,201 for the years ended December 31, 2022 and 2021, respectively.

Participant accounts: Each participant's account is credited with the participant's contribution, the Company's matching and profit sharing contributions, and actual earnings (losses). Allocations are based on participant earnings (losses) or account balances by fund, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their contributions and rollovers from other plans plus actual earnings (losses) thereon. Vesting in the Company contribution portion of their account, plus actual earnings (losses) thereon, is based on years of continuous service. A participant is 100% vested in the Company contribution portion of their account after three years of credited service.

Notes receivable from participants: Participants may borrow funds from their individual accounts within defined limits. Loan repayment periods shall not exceed five years, unless the loan is used to purchase a principal residence, in which case the repayment period shall not exceed 15 years. Interest is charged at a fixed percentage rate ranging from 4.25% to 7.25% at December 31, 2022, based on market rates at the inception of each loan.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Defaulted loans are treated as distributions based upon the terms of the plan document.

Payment of benefits: Upon termination of service, including death, disability, or retirement, a participant may receive the value of their account in a lump-sum payment. Mandatory or involuntary lump-sum distributions less than \$5,000 shall be made as provided for by the Plan. A participant may also withdraw their vested interest in the Plan upon attainment of age 59½ and under certain hardship conditions in accordance with plan provision.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 1. Description of Plan (Continued)

On March 27, 2020, Congress enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act, which allowed qualified participants the ability to receive COVID-related distributions from their 401(k) accounts. Qualified participants had the option to take a coronavirus (CV) distribution during the 2020 Plan year from their vested account balance. The aggregate amount of the CV distributions was not to exceed the lesser of \$100,000 or the participant's vested account balances. The CV distributions were not subject to the early distribution penalty or mandatory income tax withholding. Participants still employed by the Company may elect to repay all or a portion of the CV distribution to the Plan within three years.

Transfers: Upon change in employee status between union and nonunion, the Plan Sponsor initiates a transfer of the participant's account balance between the Cleveland Brothers Retirement Plan and the Cleveland Brothers Retirement Plan for Union Employees. As such, the transferred assets have been presented as transfers on the statements of changes in net assets available for benefits for the years ended December 31, 2022 and 2021.

Forfeited accounts: As of December 31, 2022 and 2021, forfeited nonvested accounts totaled \$148,410 and \$251,340, respectively. These accounts may be used, at the discretion of the Company, to either reduce future Company contributions, pay plan expenses, or be reallocated among the eligible active participants at the end of the plan year in which the forfeitures occur. The Company used forfeitures of \$200,000 and \$41,561 for the years ended December 31, 2022 and 2021, respectively, to reduce the Company match.

Plan termination: Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions, if any, at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their total account.

Note 2. Summary of Significant Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Investment valuation and income recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is accrued when earned. Dividends are recorded on the ex-dividend date. Net appreciation in fair value of investments includes realized and unrealized gains and losses on investments bought, sold, and held during the year. Capital gain distributions are included in dividend income.

Payment of benefits: Benefits are recorded when paid.

Administrative expenses: The Company pays certain plan expenses on behalf of the Plan.

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Subsequent events: The Plan has evaluated subsequent events for potential recognition and/or disclosure through October 10, 2023, the date the financial statements were available to be issued.

Note 3. Information Certified and Provided by Vanguard Fiduciary Trust Company

The following is a summary of the asset information as of December 31, 2022 and 2021, and for the years then ended, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedule related to the following assets:

	2022	2021
Registered investment companies	<u>\$208,432,916</u>	<u>\$252,113,029</u>
Common/collective trust fund	<u>\$ 5,020,149</u>	<u>\$ 6,339,525</u>
Notes receivable from participants	<u>\$ 933,187</u>	<u>\$ 1,077,407</u>

The trustee also certified to the completeness and accuracy of the following for the years ended December 31:

	2022	2021
Net (depreciation) appreciation in fair value of investments	<u>\$ (47,159,773)</u>	<u>\$ 10,642,919</u>
Interest and dividends from investments	<u>\$ 7,945,811</u>	<u>\$ 22,601,234</u>
Interest on notes receivable from participants	<u>\$ 48,171</u>	<u>\$ 55,432</u>

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements

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

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

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

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

The asset'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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

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

Registered investment companies: Valued at the daily closing price as reported by the fund, which represents the net asset value (NAV) of the fund. Each fund's NAV is calculated as of the close of business of the New York Stock Exchange (NYSE) and National Association of Securities Dealers Automated Quotations (NASDAQ). These funds are required to publish their daily NAV and to transact at that price and are deemed to be actively traded.

Common/collective trust fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts that is valued at the 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.

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

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

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

	2022			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 208,432,916	\$ -	\$ -	\$ 208,432,916
Total assets in the fair value hierarchy	\$ 208,432,916	\$ -	\$ -	208,432,916
Investments measured at NAV ^(a)				5,020,149
Investments at fair value				<u>\$ 213,453,065</u>

	2021			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 252,113,029	\$ -	\$ -	\$ 252,113,029
Total assets in the fair value hierarchy	\$ 252,113,029	\$ -	\$ -	252,113,029
Investments measured at NAV ^(a)				6,339,525
Investments at fair value				<u>\$ 258,452,554</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period. For the years ended December 31, 2022 and 2021, there were no transfers in or out of Level 1, 2 or 3.

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using the NAV per share (or its equivalent) as of December 31:

Investment	Fair Value		Unfunded Commitment	Redemption Frequency	Redemption Notice Period
	2022	2021			
Common/collective trust fund	\$ 5,020,149	\$ 6,339,525	None	Daily	None

Cleveland Brothers Retirement Plan

Notes to Financial Statements

Note 5. Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by letter dated April 3, 2018, that the Plan and related trust are designed in accordance with applicable sections of the IRC. Although the Plan has been amended subsequent to the period covered by the determination letter, the Plan Administrator and the Plan's counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6. Party-in-Interest Transactions

The Plan invests in shares of registered investment companies managed by an affiliate of Vanguard Fiduciary Trust Company. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. The Plan issues loans to participants, which are secured by the balances in the participants' accounts. All other transactions, which may be considered party-in-interest transactions, relate to normal plan management and administrative services and the related payment of fees. Administrative expenses paid to parties-in-interest were \$147,916 and \$142,823 for the years ended December 31, 2022 and 2021, respectively.

Note 7. Risks and Uncertainties

The Plan invests in various investment securities. Investments 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 a least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits. For the years ended December 31, 2022 and 2021, 11% of the Plan's investments are in a single registered investment company. This is a concentration of credit risk.

Supplemental Schedule

Cleveland Brothers Retirement Plan

Schedule H, Line 4(i)—Schedule of Assets (Held at End of Year) December 31, 2022

Employer Identification Number: 20-3561796

Plan Number 001

(a)	(b)	(c)	(e)
	Identity of Party	Description of Investment	Current Value
		Registered investment companies:	
	Artisan	Artisan International Fund, Investor Class	\$ 759,082
	Baron	Baron Growth Fund	3,652,282
	Cohen & Steers	Cohen & Steers Realty Shares, Inc. Fund	569,295
	DoubleLine	DoubleLine Total Return Bond Fund Class I	2,962,769
	Fidelity	Fidelity Contrafund: K6	9,443,829
	Fidelity	Fidelity Floating Rate High Yield	425,963
	PIMCO	PIMCO All Asset Fund Administrative Class	605,390
	PIMCO	PIMCO High Yield Fund	1,389,628
	Principal	Principal Preferred Securities R5 Fund	951,284
*	Vanguard	Vanguard 500 Index Fund Investor Shares	17,991,708
*	Vanguard	Vanguard Dividend Growth Fund	2,531,183
*	Vanguard	Vanguard Emerging Markets Stock Index Fund	2,936,145
*	Vanguard	Vanguard Equity Income Fund Investor Shares	7,767,927
*	Vanguard	Vanguard Global Equity Fund	3,213,828
*	Vanguard	Vanguard International Value Fund	7,177,728
*	Vanguard	Vanguard Mid-Cap Index Fund	5,721,013
*	Vanguard	Vanguard Cash Reserve Federal Money Market Fund	6,499,518
*	Vanguard	Vanguard STAR Fund	672,911
*	Vanguard	Vanguard Short-Term Investment-Grade Fund Investor Shares	935,873
*	Vanguard	Vanguard Short-Term Treasury Fund Investor Shares	1,203,375
*	Vanguard	Vanguard Small-Cap Index Fund Investor Shares	3,336,803
*	Vanguard	Vanguard Target Retirement 2020 Fund	4,816,096
*	Vanguard	Vanguard Target Retirement 2025 Fund	11,080,071
*	Vanguard	Vanguard Target Retirement 2030 Fund	18,620,583
*	Vanguard	Vanguard Target Retirement 2035 Fund	15,404,348
*	Vanguard	Vanguard Target Retirement 2040 Fund	11,076,936
*	Vanguard	Vanguard Target Retirement 2045 Fund	11,831,445
*	Vanguard	Vanguard Target Retirement 2050 Fund	9,901,750
*	Vanguard	Vanguard Target Retirement 2055 Fund	6,005,371
*	Vanguard	Vanguard Target Retirement 2060 Fund	3,118,581
*	Vanguard	Vanguard Target Retirement 2065 Fund	414,753
*	Vanguard	Vanguard Target Retirement 2070 Fund	2,875
*	Vanguard	Vanguard Target Retirement Income	996,776
*	Vanguard	Vanguard Wellesley Income Fund Investor Shares	8,904,815
*	Vanguard	Vanguard Wellington Fund Investor Shares	25,510,982
			<u>208,432,916</u>
		Common/collective trust fund:	
*	Vanguard	Vanguard Retirement Savings Trust	5,020,149
*	Notes receivable from participants	Participant loans with interest rates from 4.25% to 7.25% and various maturity dates through 2037	<u>933,187</u>
			<u>\$ 214,386,252</u>

* Represents a party-in-interest

Note: The above information has been certified as complete and accurate by Vanguard Fiduciary Trust Company, the trustee of the Plan. Column (d) (Cost) has been omitted as it is not required under ERISA.