

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

Part II	Basic Plan Information—enter all requested information
1a	Name of plan MOTIVATE, LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 07/01/2015
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) MOTIVATE LLC 353 WEST ST. UNIT 225 NEW YORK, NY 10014
2b	Employer Identification Number (EIN) 35-2632871
2c	Plan Sponsor's telephone number 503-482-7042
2d	Business code (see instructions) 488990

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.	10/12/2023	KENNETH EZEADICHIE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 925
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 655
a(2) Total number of active participants at the end of the plan year		6a(2) 702
b Retired or separated participants receiving benefits		6b
c Other retired or separated participants entitled to future benefits.....		6c 188
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 890
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e
f Total. Add lines 6d and 6e		6f 890
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 512
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h
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: 2A 2E 2F 2G 2J 2K 2S 2T 3B 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MOTIVATE, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MOTIVATE LLC	D Employer Identification Number (EIN) 35-2632871	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	82371	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS INTL DIVRSN R4 - MFS SERVICE C 04-2865649	0.15%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PARNASSUS CORE EQ IV - ULTIMUS FUN 31-1663251	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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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 MOTIVATE, LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MOTIVATE LLC	D Employer Identification Number (EIN) 35-2632871	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 144482
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>MOTIVATE, LLC 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MOTIVATE LLC</u>		D Employer Identification Number (EIN) <u>35-2632871</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	5114
(2) Participant contributions.....	1b(2)	0	8559
(3) Other.....	1b(3)	440000	317563
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	185872	267307
(9) Value of interest in common/collective trusts.....	1c(9)	234023	144482
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12081848	10742084
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	12941743	11485109

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	12941743	11485109
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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 Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	766177	
(B) Participants.....	2a(1)(B)	1568816	
(C) Others (including rollovers).....	2a(1)(C)	113174	
(2) Noncash contributions.....	2a(2)	0	2448167
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	0	
(B) U.S. Government securities.....	2b(1)(B)	0	
(C) Corporate debt instruments.....	2b(1)(C)	0	
(D) Loans (other than to participants).....	2b(1)(D)	0	
(E) Participant loans.....	2b(1)(E)	12310	
(F) Other.....	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		12310
(2) Dividends: (A) Preferred stock.....	2b(2)(A)	0	
(B) Common stock.....	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	755567	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		755567
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds.....	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)	0	
(B) Other.....	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-9583
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-3091821
c Other income	2c		-122437
d Total income. Add all income amounts in column (b) and enter total	2d		-7797
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1322103	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1322103
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		44363
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	82371	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		82371
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1448837
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1456634
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: MAZARS USA LLP

(2) EIN: 13-1459550

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		317563

	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		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MOTIVATE, LLC 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 MOTIVATE LLC		D Employer Identification Number (EIN) 35-2632871
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

Motivate, LLC

401(k) Plan

Financial Statements and
Supplemental Schedules
December 31, 2022 and 2021



Mazars USA LLP is an independent member firm of Mazars Group.

Motivate, LLC 401(k) Plan

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December 31, 2022 and 2021

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Independent Auditors' Report

To the Trustees of the
Motivate, LLC 401(k) Plan

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certifications from a qualified institution as of and for the year ended December 31, 2022 and 2022, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the financial statements referred to above 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. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Motivate, LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Motivate, LLC 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted accounting standards 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 generally accepted accounting standards, 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 Motivate, LLC 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Motivate, LLC 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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



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

Other Matters

2022 Supplement Schedule Required by ERISA

The supplemental schedule of assets (held at year end) and the Schedule of Delinquent Participant Contributions as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the 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 generally accepted accounting standards. 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 schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

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

Mazars USA LLP

October 11, 2023

Motivate, LLC 401(k) Plan

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

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value	\$ 10,886,566	\$ 12,315,871
Receivables		
Participant contribution receivable	8,559	-
Employer contribution receivable	5,114	-
Corrective contribution receivable	317,563	440,000
Notes receivable from participants	<u>267,307</u>	<u>185,872</u>
Total assets	<u>598,543</u>	<u>625,872</u>
 Net assets available for benefits	 <u><u>\$ 11,485,109</u></u>	 <u><u>\$ 12,941,743</u></u>

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

Motivate, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2022

Deductions

Deductions to net assets attributable to:

Investment loss

Net depreciation in fair value of investments	\$ (3,101,404)
Dividend and interest income	755,567
Total investment loss	<u>(2,345,837)</u>

Interest on notes receivable from participants	12,310
--	--------

Contributions

Participant contributions	1,568,816
Employer contributions	766,177
Rollover contributions	113,174
	<u>2,448,167</u>

Total additions	<u>114,640</u>
-----------------	----------------

Deductions

Deductions from net assets attributable to:

Benefits paid to participants	1,322,103
Administrative expenses	82,371
Corrective contributions adjustment	122,437
Deemed distributions	44,363
Total deductions	<u>1,571,274</u>

Net decrease	(1,456,634)
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Net assets available for benefits

Beginning of year	<u>12,941,743</u>
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End of year	<u>\$ 11,485,109</u>
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The accompanying notes are an integral part of these financial statements.

Motivate, LLC 401(k) Plan

Notes to Financial Statements December 31, 2022 and 2021

1. Plan Description

The following brief description of the Motivate, LLC 401(k) Plan (the “Plan”) is for general information only. Participants should refer to the plan document for a complete description of the Plan’s provisions.

The Plan is a qualified profit-sharing plan established July 1, 2015, which has been amended and restated effective November 2, 2021. The Plan covers eligible employees of Motivate LLC (the “Company”). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On March 27, 2020, the “Coronavirus Aid, Relief, and Economic Security (CARES) Act” was signed in to law. The CARES Act includes several relief provisions available to the Plan and its participants. Plan management has evaluated the relief provisions available to plan participants under the CARES Act and has implemented the following provisions:

- Special coronavirus distributions up to \$100,000
- Increase the available loan amount to the lesser of \$100,000 or 100% of the participant’s vested account balance
- Extend the period for loan repayments, if applicable, up to one year.

In accordance with the CARES Act, the Plan will be amended to retroactively adopt these provisions no later than the last day of the Plan year beginning on or after December 31, 2025.

Eligibility

Employees are eligible to participate in the Plan and receive employer contributions the first day of the following the attainment of 21 years of age.

Contributions

The Plan provides each participant with an opportunity to make elective pre-tax contributions and/or Roth Elective Deferrals to the Plan, up to 100% of compensation, and subject to the limitations of the Internal Revenue Code (“IRC”).

Eligible employees are automatically enrolled at a rate of 1%, increasing 1% each year until a maximum of 15% is reached, unless the participant elects otherwise.

The Company is required to make safe harbor matching contributions of 100% of the participant’s salary deferrals that do not exceed 3% of their eligible compensation, plus 50% of a participant’s salary deferrals between 3% and 5% of the participant’s eligible compensation. The Company may also make a discretionary matching contribution and or profit-sharing contribution in accordance with the provisions contained in the plan document. No discretionary match contributions and profit sharing contributions were made for the year ended December 31, 2022.

Vesting

Participants are fully vested in their own contributions and safe harbor matching contributions, plus earnings thereon. Upon death a participant shall become 100% vested in their account. Vesting in the Company’s discretionary profit sharing or employer matching contributions are based on years of service as follows:

<u>Years of Service</u>	<u>Percentage</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Motivate, LLC 401(k) Plan

Forfeitures

Forfeitures, plus earnings thereon, can be used to reduce plan administrative expenses or future employer contributions. During the year ended December 31, 2022, \$3,262 was added to the forfeiture account. Forfeitures remaining as of December 31, 2022 and 2021 were \$4,041 and \$779, respectively.

Participant Accounts

Each participant's account is credited with their contributions, employer contributions, and the earnings thereon. Contributions to the Plan are invested by the custodian as directed by the participants. Each participant may elect from one or more of the investment vehicles offered pursuant to the provisions of the plan document.

Notes Receivable from Participants

Participants are permitted to borrow from their accounts a minimum of \$1,000 and up to the lesser of 50% of their vested account balance or \$50,000. The loans are secured by the balance of the participant's account and bear interest at rates similar to those charged by commercial lenders under similar terms. The maximum term of the loan is five years unless the loan is used to purchase a principal residence. Loans are repaid through payroll deductions according to due dates specified in the individual promissory note. Loans are measured at their unpaid principal balance plus any accrued, but unpaid interest. As of December 31, 2022, the interest rates on the outstanding notes receivable from participants ranged from 4.25% to 8.00%.

Benefits Paid to Participants

In the event of death, disability, retirement or termination of employment, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or an annuity as specified by the Plan. Vested account balances less than \$5,000 upon termination may be distributed without the participant's consent in a lump-sum.

Administrative Expenses

All transaction fees are paid from participants' accounts. Substantially all other administrative expenses of the Plan are paid by the Company.

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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussions of fair value measurements.

Purchases and sale of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefits Paid to Participants

Benefits are recorded when paid.

Motivate, LLC 401(k) Plan

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2023, the date the financial statements were available for issuance. All subsequent events requiring recognition or disclosure have been incorporated in these financial statements.

3. Information Certified by the Custodian

The following is a summary of the investments and notes receivable from participants for the Plan as of December 31, 2022 and 2021, and for the year ended December 31, 2022, included in the Plan's financial statements and supplemental schedule that were prepared by, or derived from information provided by Fidelity Management Trust Company ("Fidelity"), the custodian of the Plan, and furnished to the plan administrator. Fidelity held the Plan's investment assets as of December 31, 2022, and 2021 and executed investments transactions for the year ended December 31, 2022. The plan administrator has obtained certifications from the custodian that such information is complete and accurate.

Information relating to investments and notes receivable from participants held by the custodian at December 31, is as follows:

	2022	2021
Investments at fair value	\$ 10,886,566	\$ 12,315,871
Notes receivable from participants	267,307	185,872
	<u>\$ 11,153,873</u>	<u>\$ 12,501,743</u>

The following was also certified by the custodian for the year ended December 31, 2022:

Net depreciation in fair value of mutual funds	<u>\$ (3,101,404)</u>
Dividend and interest income	<u>\$ 755,567</u>
Interest income on notes receivable from participants	<u>\$ 12,310</u>

4. Fair Value Measurements

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. The assets 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 need to maximize the use of observable inputs and minimize the use of unobservable inputs. Valuation techniques used to measure fair value are defined as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in inactive markets; (c) inputs other than quoted prices that are observable for the assets or liabilities; and (d) 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.

Motivate, LLC 401(k) Plan

Following is a description of the valuation methodology used for assets measured at fair value:

- Mutual funds: Valued at unadjusted quoted market prices in an active market.
- Stable Value Funds: Valued at the net asset value ("NAV") of units of a bank collective trust fund held by the Plan. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participant transactions (purchases and sales) may occur daily.

This method may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodology used at December 31, 2022 and 2021.

Investments at fair value as of December 31, 2022 are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 10,742,084	\$ -	\$ -	\$ 10,742,084
Stable Value Fund				
at net asset value (a)				144,482
Total investments in fair value hierarchy	\$ 10,742,084	\$ -	\$ -	\$ 10,886,566

Investments at fair value as of December 31, 2021, are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 12,081,848	\$ -	\$ -	\$ 12,081,848
Stable Value Fund				
at net asset value (a)				234,023
Total investments in fair value hierarchy	\$ 12,081,848	\$ -	\$ -	\$ 12,315,871

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient to fair value 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.

5. Party-In-Interest Transactions

The Plan investments were managed by Fidelity and, therefore, these transactions qualify as party-in-interest transactions. For the year ended December 31, 2022, the Plan paid \$82,371 to Fidelity for administrative fees.

6. Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to amend, alter or terminate the Plan subject to the provisions of the ERISA. If the Plan is terminated, the amount credited to the account of each participant will be fully vested.

Motivate, LLC 401(k) Plan

7. Income Tax Status

On June 30, 2020, the IRS stated that the prototype plan adopted by the Plan, as then designed, qualifies under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan's management believes it is not subject to income tax examinations for years prior to 2019.

8. Risk and Uncertainties

The Plan's investments are concentrated in mutual funds that invest in various investment securities. Such securities are subject to various risks, such as interest rate, market and credit risks, that determine the value of the investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect participants' account balances and the value of investments reported in the financial statements.

9. Delinquent Participant Contributions

The plan sponsor noted that there were participants who should have been auto-enrolled during 2018 – 2021 who were not. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the plan sponsor. The plan sponsor is in the process of Voluntary Correction Program (VCP) submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and corrective action. An estimate of approximated \$315,000 and \$440,000 was recorded as corrective contribution receivable as of December 31, 2022, and 2021, respectively, in the accompanying statement of net assets available for benefits. The estimate reflects estimated imputed investment earnings during the correction year. These amounts will be remitted by the plan sponsor and credited to participants' accounts as soon as administratively possible, upon approval by the IRS. Although the VCP submission is still pending with the IRS, all corrective action, as required by the IRS, will be taken by the plan sponsor. No provision for income taxes has been included in the plan's financial statement related to the foregoing matters because the plan sponsor believes that the plan continues to be qualified, and the tax status of the related trust continues to be tax exempt.

Motivate, LLC 401(k) Plan

Schedule of Assets (Held at End of Year)

Line 4i of Schedule H to the 2022 Form 5500

EIN: 35-26382871 – Plan Number: 001

December 31, 2022

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Eaton Vance	Income Fund of Boston R6	\$ -	\$ 60,901
*	Fidelity	Managed Income Portfolio Class I Fund		144,482
*	Fidelity	Government Money Market		204
	Ivy	Mid Cap Growth Fund		536,717
	John Hancock	Disciplined Value R6		242,702
	JP Morgan	JPM SMRTRET INC R6		195,953
	JP Morgan	Large Cap Growth R6		1,163,462
	MFS	International Diversification Fund Class R4		370,861
	Parnassus	Core Equity Fund Investor		124,272
	Pioneer	Bond Fund K		50,415
	Vanguard	Selected Value Fund		202,923
	Vanguard	500 Index Fund Admiral		835,150
	Vanguard	Total Bond Market Index Fund Admiral		104,884
	Vanguard	Small-Cap Index Fund Admiral		434,111
	Vanguard	International Stock Index Admiral		107,054
	JP Morgan	Smart Retirement 2020 R6		44,421
	JP Morgan	Smart Retirement 2025 R6		1,201,065
	JP Morgan	Smart Retirement 2030 R6		279,462
	JP Morgan	Smart Retirement 2035 R6		725,010
	JP Morgan	Smart Retirement 2040 R6		377,023
	JP Morgan	Smart Retirement 2045 R6		1,030,122
	JP Morgan	Smart Retirement 2050 R6		1,314,614
	JP Morgan	Smart Retirement 2055 R6		1,132,745
	JP Morgan	Smart Retirement 2060 R6		208,013
*	Notes receivable from participants	Interest rates ranging from 4.25% to 8.00%		267,307
				<u>\$ 11,153,873</u>

*Party-in-interest to the Plan.

**Cost is omitted for participant directed accounts

Motivate, LLC 401(k) Plan

Schedule of Delinquent Participant Contributions

EIN: 35-2632871 Plan #: 001

Year Ended December 31, 2022

Total that Constitutes Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check Here If Late Participant Loan Repayments Are Included:				
X	\$ -	\$ -	\$ -	\$ 317,563

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Motivate, LLC

401(k) Plan

Financial Statements and
Supplemental Schedules
December 31, 2022 and 2021



Mazars USA LLP is an independent member firm of Mazars Group.

Motivate, LLC 401(k) Plan

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December 31, 2022 and 2021

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Independent Auditors' Report

To the Trustees of the
Motivate, LLC 401(k) Plan

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certifications from a qualified institution as of and for the year ended December 31, 2022 and 2022, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the financial statements referred to above 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. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Motivate, LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Motivate, LLC 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted accounting standards 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 generally accepted accounting standards, 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 Motivate, LLC 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Motivate, LLC 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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



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

Other Matters

2022 Supplement Schedule Required by ERISA

The supplemental schedule of assets (held at year end) and the Schedule of Delinquent Participant Contributions as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the 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 generally accepted accounting standards. 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 schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

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

Mazars USA LLP

October 11, 2023

Motivate, LLC 401(k) Plan

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

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value	\$ 10,886,566	\$ 12,315,871
Receivables		
Participant contribution receivable	8,559	-
Employer contribution receivable	5,114	-
Corrective contribution receivable	317,563	440,000
Notes receivable from participants	<u>267,307</u>	<u>185,872</u>
Total assets	<u>598,543</u>	<u>625,872</u>
 Net assets available for benefits	 <u><u>\$ 11,485,109</u></u>	 <u><u>\$ 12,941,743</u></u>

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

Motivate, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2022

Deductions

Deductions to net assets attributable to:

Investment loss

Net depreciation in fair value of investments	\$ (3,101,404)
Dividend and interest income	755,567
Total investment loss	<u>(2,345,837)</u>

Interest on notes receivable from participants	12,310
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Contributions

Participant contributions	1,568,816
Employer contributions	766,177
Rollover contributions	113,174
	<u>2,448,167</u>

Total additions	<u>114,640</u>
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Deductions

Deductions from net assets attributable to:

Benefits paid to participants	1,322,103
Administrative expenses	82,371
Corrective contributions adjustment	122,437
Deemed distributions	44,363
Total deductions	<u>1,571,274</u>

Net decrease	(1,456,634)
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Net assets available for benefits

Beginning of year	<u>12,941,743</u>
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End of year	<u>\$ 11,485,109</u>
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The accompanying notes are an integral part of these financial statements.

Motivate, LLC 401(k) Plan

Notes to Financial Statements December 31, 2022 and 2021

1. Plan Description

The following brief description of the Motivate, LLC 401(k) Plan (the “Plan”) is for general information only. Participants should refer to the plan document for a complete description of the Plan’s provisions.

The Plan is a qualified profit-sharing plan established July 1, 2015, which has been amended and restated effective November 2, 2021. The Plan covers eligible employees of Motivate LLC (the “Company”). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On March 27, 2020, the “Coronavirus Aid, Relief, and Economic Security (CARES) Act” was signed in to law. The CARES Act includes several relief provisions available to the Plan and its participants. Plan management has evaluated the relief provisions available to plan participants under the CARES Act and has implemented the following provisions:

- Special coronavirus distributions up to \$100,000
- Increase the available loan amount to the lesser of \$100,000 or 100% of the participant’s vested account balance
- Extend the period for loan repayments, if applicable, up to one year.

In accordance with the CARES Act, the Plan will be amended to retroactively adopt these provisions no later than the last day of the Plan year beginning on or after December 31, 2025.

Eligibility

Employees are eligible to participate in the Plan and receive employer contributions the first day of the following the attainment of 21 years of age.

Contributions

The Plan provides each participant with an opportunity to make elective pre-tax contributions and/or Roth Elective Deferrals to the Plan, up to 100% of compensation, and subject to the limitations of the Internal Revenue Code (“IRC”).

Eligible employees are automatically enrolled at a rate of 1%, increasing 1% each year until a maximum of 15% is reached, unless the participant elects otherwise.

The Company is required to make safe harbor matching contributions of 100% of the participant’s salary deferrals that do not exceed 3% of their eligible compensation, plus 50% of a participant’s salary deferrals between 3% and 5% of the participant’s eligible compensation. The Company may also make a discretionary matching contribution and or profit-sharing contribution in accordance with the provisions contained in the plan document. No discretionary match contributions and profit sharing contributions were made for the year ended December 31, 2022.

Vesting

Participants are fully vested in their own contributions and safe harbor matching contributions, plus earnings thereon. Upon death a participant shall become 100% vested in their account. Vesting in the Company’s discretionary profit sharing or employer matching contributions are based on years of service as follows:

<u>Years of Service</u>	<u>Percentage</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Motivate, LLC 401(k) Plan

Forfeitures

Forfeitures, plus earnings thereon, can be used to reduce plan administrative expenses or future employer contributions. During the year ended December 31, 2022, \$3,262 was added to the forfeiture account. Forfeitures remaining as of December 31, 2022 and 2021 were \$4,041 and \$779, respectively.

Participant Accounts

Each participant's account is credited with their contributions, employer contributions, and the earnings thereon. Contributions to the Plan are invested by the custodian as directed by the participants. Each participant may elect from one or more of the investment vehicles offered pursuant to the provisions of the plan document.

Notes Receivable from Participants

Participants are permitted to borrow from their accounts a minimum of \$1,000 and up to the lesser of 50% of their vested account balance or \$50,000. The loans are secured by the balance of the participant's account and bear interest at rates similar to those charged by commercial lenders under similar terms. The maximum term of the loan is five years unless the loan is used to purchase a principal residence. Loans are repaid through payroll deductions according to due dates specified in the individual promissory note. Loans are measured at their unpaid principal balance plus any accrued, but unpaid interest. As of December 31, 2022, the interest rates on the outstanding notes receivable from participants ranged from 4.25% to 8.00%.

Benefits Paid to Participants

In the event of death, disability, retirement or termination of employment, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or an annuity as specified by the Plan. Vested account balances less than \$5,000 upon termination may be distributed without the participant's consent in a lump-sum.

Administrative Expenses

All transaction fees are paid from participants' accounts. Substantially all other administrative expenses of the Plan are paid by the Company.

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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussions of fair value measurements.

Purchases and sale of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefits Paid to Participants

Benefits are recorded when paid.

Motivate, LLC 401(k) Plan

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2023, the date the financial statements were available for issuance. All subsequent events requiring recognition or disclosure have been incorporated in these financial statements.

3. Information Certified by the Custodian

The following is a summary of the investments and notes receivable from participants for the Plan as of December 31, 2022 and 2021, and for the year ended December 31, 2022, included in the Plan's financial statements and supplemental schedule that were prepared by, or derived from information provided by Fidelity Management Trust Company ("Fidelity"), the custodian of the Plan, and furnished to the plan administrator. Fidelity held the Plan's investment assets as of December 31, 2022, and 2021 and executed investments transactions for the year ended December 31, 2022. The plan administrator has obtained certifications from the custodian that such information is complete and accurate.

Information relating to investments and notes receivable from participants held by the custodian at December 31, is as follows:

	2022	2021
Investments at fair value	\$ 10,886,566	\$ 12,315,871
Notes receivable from participants	267,307	185,872
	<u>\$ 11,153,873</u>	<u>\$ 12,501,743</u>

The following was also certified by the custodian for the year ended December 31, 2022:

Net depreciation in fair value of mutual funds	<u>\$ (3,101,404)</u>
Dividend and interest income	<u>\$ 755,567</u>
Interest income on notes receivable from participants	<u>\$ 12,310</u>

4. Fair Value Measurements

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. The assets 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 need to maximize the use of observable inputs and minimize the use of unobservable inputs. Valuation techniques used to measure fair value are defined as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in inactive markets; (c) inputs other than quoted prices that are observable for the assets or liabilities; and (d) 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.

Motivate, LLC 401(k) Plan

Following is a description of the valuation methodology used for assets measured at fair value:

- Mutual funds: Valued at unadjusted quoted market prices in an active market.
- Stable Value Funds: Valued at the net asset value ("NAV") of units of a bank collective trust fund held by the Plan. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participant transactions (purchases and sales) may occur daily.

This method may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodology used at December 31, 2022 and 2021.

Investments at fair value as of December 31, 2022 are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 10,742,084	\$ -	\$ -	\$ 10,742,084
Stable Value Fund				
at net asset value (a)				144,482
Total investments in fair value hierarchy	\$ 10,742,084	\$ -	\$ -	\$ 10,886,566

Investments at fair value as of December 31, 2021, are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 12,081,848	\$ -	\$ -	\$ 12,081,848
Stable Value Fund				
at net asset value (a)				234,023
Total investments in fair value hierarchy	\$ 12,081,848	\$ -	\$ -	\$ 12,315,871

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient to fair value 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.

5. Party-In-Interest Transactions

The Plan investments were managed by Fidelity and, therefore, these transactions qualify as party-in-interest transactions. For the year ended December 31, 2022, the Plan paid \$82,371 to Fidelity for administrative fees.

6. Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to amend, alter or terminate the Plan subject to the provisions of the ERISA. If the Plan is terminated, the amount credited to the account of each participant will be fully vested.

Motivate, LLC 401(k) Plan

7. Income Tax Status

On June 30, 2020, the IRS stated that the prototype plan adopted by the Plan, as then designed, qualifies under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan's management believes it is not subject to income tax examinations for years prior to 2019.

8. Risk and Uncertainties

The Plan's investments are concentrated in mutual funds that invest in various investment securities. Such securities are subject to various risks, such as interest rate, market and credit risks, that determine the value of the investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect participants' account balances and the value of investments reported in the financial statements.

9. Delinquent Participant Contributions

The plan sponsor noted that there were participants who should have been auto-enrolled during 2018 – 2021 who were not. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the plan sponsor. The plan sponsor is in the process of Voluntary Correction Program (VCP) submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and corrective action. An estimate of approximated \$315,000 and \$440,000 was recorded as corrective contribution receivable as of December 31, 2022, and 2021, respectively, in the accompanying statement of net assets available for benefits. The estimate reflects estimated imputed investment earnings during the correction year. These amounts will be remitted by the plan sponsor and credited to participants' accounts as soon as administratively possible, upon approval by the IRS. Although the VCP submission is still pending with the IRS, all corrective action, as required by the IRS, will be taken by the plan sponsor. No provision for income taxes has been included in the plan's financial statement related to the foregoing matters because the plan sponsor believes that the plan continues to be qualified, and the tax status of the related trust continues to be tax exempt.

Motivate, LLC 401(k) Plan

Schedule of Assets (Held at End of Year)

Line 4i of Schedule H to the 2022 Form 5500

EIN: 35-26382871 – Plan Number: 001

December 31, 2022

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Eaton Vance	Income Fund of Boston R6	\$ -	\$ 60,901
*	Fidelity	Managed Income Portfolio Class I Fund		144,482
*	Fidelity	Government Money Market		204
	Ivy	Mid Cap Growth Fund		536,717
	John Hancock	Disciplined Value R6		242,702
	JP Morgan	JPM SMRTRET INC R6		195,953
	JP Morgan	Large Cap Growth R6		1,163,462
	MFS	International Diversification Fund Class R4		370,861
	Parnassus	Core Equity Fund Investor		124,272
	Pioneer	Bond Fund K		50,415
	Vanguard	Selected Value Fund		202,923
	Vanguard	500 Index Fund Admiral		835,150
	Vanguard	Total Bond Market Index Fund Admiral		104,884
	Vanguard	Small-Cap Index Fund Admiral		434,111
	Vanguard	International Stock Index Admiral		107,054
	JP Morgan	Smart Retirement 2020 R6		44,421
	JP Morgan	Smart Retirement 2025 R6		1,201,065
	JP Morgan	Smart Retirement 2030 R6		279,462
	JP Morgan	Smart Retirement 2035 R6		725,010
	JP Morgan	Smart Retirement 2040 R6		377,023
	JP Morgan	Smart Retirement 2045 R6		1,030,122
	JP Morgan	Smart Retirement 2050 R6		1,314,614
	JP Morgan	Smart Retirement 2055 R6		1,132,745
	JP Morgan	Smart Retirement 2060 R6		208,013
*	Notes receivable from participants	Interest rates ranging from 4.25% to 8.00%		267,307
				<u>\$ 11,153,873</u>

*Party-in-interest to the Plan.

**Cost is omitted for participant directed accounts

Motivate, LLC 401(k) Plan

Schedule of Delinquent Participant Contributions

EIN: 35-2632871 Plan #: 001

Year Ended December 31, 2022

Total that Constitutes Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check Here If Late Participant Loan Repayments Are Included:				
X	\$ -	\$ -	\$ -	\$ 317,563

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Motivate, LLC

401(k) Plan

Financial Statements and
Supplemental Schedules
December 31, 2022 and 2021



Mazars USA LLP is an independent member firm of Mazars Group.

Motivate, LLC 401(k) Plan

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December 31, 2022 and 2021

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Independent Auditors' Report

To the Trustees of the
Motivate, LLC 401(k) Plan

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certifications from a qualified institution as of and for the year ended December 31, 2022 and 2022, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the financial statements referred to above 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. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Motivate, LLC 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Motivate, LLC 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted accounting standards 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 generally accepted accounting standards, 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 Motivate, LLC 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Motivate, LLC 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2021 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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



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

Other Matters

2022 Supplement Schedule Required by ERISA

The supplemental schedule of assets (held at year end) and the Schedule of Delinquent Participant Contributions as of December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the 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 generally accepted accounting standards. 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 schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

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

Mazars USA LLP

October 11, 2023

Motivate, LLC 401(k) Plan

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

	<u>2022</u>	<u>2021</u>
Assets		
Investments, at fair value	\$ 10,886,566	\$ 12,315,871
Receivables		
Participant contribution receivable	8,559	-
Employer contribution receivable	5,114	-
Corrective contribution receivable	317,563	440,000
Notes receivable from participants	<u>267,307</u>	<u>185,872</u>
Total assets	<u>598,543</u>	<u>625,872</u>
 Net assets available for benefits	 <u><u>\$ 11,485,109</u></u>	 <u><u>\$ 12,941,743</u></u>

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

Motivate, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2022

Deductions

Deductions to net assets attributable to:

Investment loss

Net depreciation in fair value of investments	\$ (3,101,404)
Dividend and interest income	755,567
Total investment loss	<u>(2,345,837)</u>

Interest on notes receivable from participants	12,310
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Contributions

Participant contributions	1,568,816
Employer contributions	766,177
Rollover contributions	113,174
	<u>2,448,167</u>

Total additions	<u>114,640</u>
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Deductions

Deductions from net assets attributable to:

Benefits paid to participants	1,322,103
Administrative expenses	82,371
Corrective contributions adjustment	122,437
Deemed distributions	44,363
Total deductions	<u>1,571,274</u>

Net decrease	(1,456,634)
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Net assets available for benefits

Beginning of year	<u>12,941,743</u>
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End of year	<u>\$ 11,485,109</u>
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The accompanying notes are an integral part of these financial statements.

Motivate, LLC 401(k) Plan

Notes to Financial Statements December 31, 2022 and 2021

1. Plan Description

The following brief description of the Motivate, LLC 401(k) Plan (the “Plan”) is for general information only. Participants should refer to the plan document for a complete description of the Plan’s provisions.

The Plan is a qualified profit-sharing plan established July 1, 2015, which has been amended and restated effective November 2, 2021. The Plan covers eligible employees of Motivate LLC (the “Company”). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On March 27, 2020, the “Coronavirus Aid, Relief, and Economic Security (CARES) Act” was signed in to law. The CARES Act includes several relief provisions available to the Plan and its participants. Plan management has evaluated the relief provisions available to plan participants under the CARES Act and has implemented the following provisions:

- Special coronavirus distributions up to \$100,000
- Increase the available loan amount to the lesser of \$100,000 or 100% of the participant’s vested account balance
- Extend the period for loan repayments, if applicable, up to one year.

In accordance with the CARES Act, the Plan will be amended to retroactively adopt these provisions no later than the last day of the Plan year beginning on or after December 31, 2025.

Eligibility

Employees are eligible to participate in the Plan and receive employer contributions the first day of the following the attainment of 21 years of age.

Contributions

The Plan provides each participant with an opportunity to make elective pre-tax contributions and/or Roth Elective Deferrals to the Plan, up to 100% of compensation, and subject to the limitations of the Internal Revenue Code (“IRC”).

Eligible employees are automatically enrolled at a rate of 1%, increasing 1% each year until a maximum of 15% is reached, unless the participant elects otherwise.

The Company is required to make safe harbor matching contributions of 100% of the participant’s salary deferrals that do not exceed 3% of their eligible compensation, plus 50% of a participant’s salary deferrals between 3% and 5% of the participant’s eligible compensation. The Company may also make a discretionary matching contribution and or profit-sharing contribution in accordance with the provisions contained in the plan document. No discretionary match contributions and profit sharing contributions were made for the year ended December 31, 2022.

Vesting

Participants are fully vested in their own contributions and safe harbor matching contributions, plus earnings thereon. Upon death a participant shall become 100% vested in their account. Vesting in the Company’s discretionary profit sharing or employer matching contributions are based on years of service as follows:

<u>Years of Service</u>	<u>Percentage</u>
1	0%
2	20%
3	40%
4	60%
5	80%
6	100%

Motivate, LLC 401(k) Plan

Forfeitures

Forfeitures, plus earnings thereon, can be used to reduce plan administrative expenses or future employer contributions. During the year ended December 31, 2022, \$3,262 was added to the forfeiture account. Forfeitures remaining as of December 31, 2022 and 2021 were \$4,041 and \$779, respectively.

Participant Accounts

Each participant's account is credited with their contributions, employer contributions, and the earnings thereon. Contributions to the Plan are invested by the custodian as directed by the participants. Each participant may elect from one or more of the investment vehicles offered pursuant to the provisions of the plan document.

Notes Receivable from Participants

Participants are permitted to borrow from their accounts a minimum of \$1,000 and up to the lesser of 50% of their vested account balance or \$50,000. The loans are secured by the balance of the participant's account and bear interest at rates similar to those charged by commercial lenders under similar terms. The maximum term of the loan is five years unless the loan is used to purchase a principal residence. Loans are repaid through payroll deductions according to due dates specified in the individual promissory note. Loans are measured at their unpaid principal balance plus any accrued, but unpaid interest. As of December 31, 2022, the interest rates on the outstanding notes receivable from participants ranged from 4.25% to 8.00%.

Benefits Paid to Participants

In the event of death, disability, retirement or termination of employment, a participant may elect to receive either a lump-sum amount equal to the value of his or her account or an annuity as specified by the Plan. Vested account balances less than \$5,000 upon termination may be distributed without the participant's consent in a lump-sum.

Administrative Expenses

All transaction fees are paid from participants' accounts. Substantially all other administrative expenses of the Plan are paid by the Company.

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 accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period, and when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussions of fair value measurements.

Purchases and sale of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Benefits Paid to Participants

Benefits are recorded when paid.

Motivate, LLC 401(k) Plan

Subsequent Events

The Plan has evaluated subsequent events through October 11, 2023, the date the financial statements were available for issuance. All subsequent events requiring recognition or disclosure have been incorporated in these financial statements.

3. Information Certified by the Custodian

The following is a summary of the investments and notes receivable from participants for the Plan as of December 31, 2022 and 2021, and for the year ended December 31, 2022, included in the Plan's financial statements and supplemental schedule that were prepared by, or derived from information provided by Fidelity Management Trust Company ("Fidelity"), the custodian of the Plan, and furnished to the plan administrator. Fidelity held the Plan's investment assets as of December 31, 2022, and 2021 and executed investments transactions for the year ended December 31, 2022. The plan administrator has obtained certifications from the custodian that such information is complete and accurate.

Information relating to investments and notes receivable from participants held by the custodian at December 31, is as follows:

	2022	2021
Investments at fair value	\$ 10,886,566	\$ 12,315,871
Notes receivable from participants	267,307	185,872
	<u>\$ 11,153,873</u>	<u>\$ 12,501,743</u>

The following was also certified by the custodian for the year ended December 31, 2022:

Net depreciation in fair value of mutual funds	<u>\$ (3,101,404)</u>
Dividend and interest income	<u>\$ 755,567</u>
Interest income on notes receivable from participants	<u>\$ 12,310</u>

4. Fair Value Measurements

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. The assets 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 need to maximize the use of observable inputs and minimize the use of unobservable inputs. Valuation techniques used to measure fair value are defined as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in inactive markets; (c) inputs other than quoted prices that are observable for the assets or liabilities; and (d) 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.

Motivate, LLC 401(k) Plan

Following is a description of the valuation methodology used for assets measured at fair value:

- Mutual funds: Valued at unadjusted quoted market prices in an active market.
- Stable Value Funds: Valued at the net asset value ("NAV") of units of a bank collective trust fund held by the Plan. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. Participant transactions (purchases and sales) may occur daily.

This method may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation method is appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There have been no changes in the methodology used at December 31, 2022 and 2021.

Investments at fair value as of December 31, 2022 are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 10,742,084	\$ -	\$ -	\$ 10,742,084
Stable Value Fund				
at net asset value (a)				144,482
Total investments in fair value hierarchy	\$ 10,742,084	\$ -	\$ -	\$ 10,886,566

Investments at fair value as of December 31, 2021, are as follows:

	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 12,081,848	\$ -	\$ -	\$ 12,081,848
Stable Value Fund				
at net asset value (a)				234,023
Total investments in fair value hierarchy	\$ 12,081,848	\$ -	\$ -	\$ 12,315,871

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient to fair value 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.

5. Party-In-Interest Transactions

The Plan investments were managed by Fidelity and, therefore, these transactions qualify as party-in-interest transactions. For the year ended December 31, 2022, the Plan paid \$82,371 to Fidelity for administrative fees.

6. Plan Termination

Although it has not expressed any intent to do so, the Company reserves the right to amend, alter or terminate the Plan subject to the provisions of the ERISA. If the Plan is terminated, the amount credited to the account of each participant will be fully vested.

Motivate, LLC 401(k) Plan

7. Income Tax Status

On June 30, 2020, the IRS stated that the prototype plan adopted by the Plan, as then designed, qualifies under Section 401(a) of the IRC. The Plan has not received a determination letter specific to the Plan itself; however, the Plan administrator believes that the Plan was designed and is being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan's management believes it is not subject to income tax examinations for years prior to 2019.

8. Risk and Uncertainties

The Plan's investments are concentrated in mutual funds that invest in various investment securities. Such securities are subject to various risks, such as interest rate, market and credit risks, that determine the value of the investments. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of these securities, it is at least reasonably possible that changes in market conditions in the near term could materially affect participants' account balances and the value of investments reported in the financial statements.

9. Delinquent Participant Contributions

The plan sponsor noted that there were participants who should have been auto-enrolled during 2018 – 2021 who were not. Corrective contributions to participant accounts, including lost earnings, have been identified and quantified by the plan sponsor. The plan sponsor is in the process of Voluntary Correction Program (VCP) submission to the IRS under the Employee Plans Compliance Resolution System (EPCRS), outlining the foregoing operational issues and proposed resolution and corrective action. An estimate of approximated \$315,000 and \$440,000 was recorded as corrective contribution receivable as of December 31, 2022, and 2021, respectively, in the accompanying statement of net assets available for benefits. The estimate reflects estimated imputed investment earnings during the correction year. These amounts will be remitted by the plan sponsor and credited to participants' accounts as soon as administratively possible, upon approval by the IRS. Although the VCP submission is still pending with the IRS, all corrective action, as required by the IRS, will be taken by the plan sponsor. No provision for income taxes has been included in the plan's financial statement related to the foregoing matters because the plan sponsor believes that the plan continues to be qualified, and the tax status of the related trust continues to be tax exempt.

Motivate, LLC 401(k) Plan

Schedule of Assets (Held at End of Year)

Line 4i of Schedule H to the 2022 Form 5500

EIN: 35-26382871 – Plan Number: 001

December 31, 2022

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(**) Cost	Current Value
	Eaton Vance	Income Fund of Boston R6	\$ -	\$ 60,901
*	Fidelity	Managed Income Portfolio Class I Fund		144,482
*	Fidelity	Government Money Market		204
	Ivy	Mid Cap Growth Fund		536,717
	John Hancock	Disciplined Value R6		242,702
	JP Morgan	JPM SMRTRET INC R6		195,953
	JP Morgan	Large Cap Growth R6		1,163,462
	MFS	International Diversification Fund Class R4		370,861
	Parnassus	Core Equity Fund Investor		124,272
	Pioneer	Bond Fund K		50,415
	Vanguard	Selected Value Fund		202,923
	Vanguard	500 Index Fund Admiral		835,150
	Vanguard	Total Bond Market Index Fund Admiral		104,884
	Vanguard	Small-Cap Index Fund Admiral		434,111
	Vanguard	International Stock Index Admiral		107,054
	JP Morgan	Smart Retirement 2020 R6		44,421
	JP Morgan	Smart Retirement 2025 R6		1,201,065
	JP Morgan	Smart Retirement 2030 R6		279,462
	JP Morgan	Smart Retirement 2035 R6		725,010
	JP Morgan	Smart Retirement 2040 R6		377,023
	JP Morgan	Smart Retirement 2045 R6		1,030,122
	JP Morgan	Smart Retirement 2050 R6		1,314,614
	JP Morgan	Smart Retirement 2055 R6		1,132,745
	JP Morgan	Smart Retirement 2060 R6		208,013
*	Notes receivable from participants	Interest rates ranging from 4.25% to 8.00%		267,307
				<u>\$ 11,153,873</u>

*Party-in-interest to the Plan.

**Cost is omitted for participant directed accounts

Motivate, LLC 401(k) Plan

Schedule of Delinquent Participant Contributions

EIN: 35-2632871 Plan #: 001

Year Ended December 31, 2022

Total that Constitutes Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check Here If Late Participant Loan Repayments Are Included:				
X	\$ -	\$ -	\$ -	\$ 317,563

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