

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 BEAR HOLDINGS, LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 09/01/1994
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) BEAR HOLDINGS, LLC 206 PEACH WAY COLUMBIA, MO 65203
2b	Employer Identification Number (EIN) 20-8034548
2c	Plan Sponsor's telephone number 573-443-2021
2d	Business code (see instructions) 531110

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	CAROL HALL
	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		5 963
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) 842
a(2) Total number of active participants at the end of the plan year		6a(2) 558
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 165
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 723
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 4
f Total. Add lines 6d and 6e		6f 727
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 402
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 8
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan BEAR HOLDINGS, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BEAR HOLDINGS, LLC	D Employer Identification Number (EIN) 20-8034548	

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)

STIFEL NICOLAUS & CO INC

43-0538770

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	46494	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	1081	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
BLKRK GNMA INST - BNY MELLON INVES 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.25%	
(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.	
BNYM MIDCAP IDX INV - BNY MELLON T DREYFUS TRANSFER INC 200 PARK AVENUE NEW YORK, NY 10166	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.	
COL SEL LG CP VAL I - COLUMBIA MGT 14785 PRESTON ROAD SUITE 1000 DALLAS, TX 75254	0.25%	

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.	
COL SM CAP INDEX I - COLUMBIA MGT PO BOX 219104 KANSAS CITY, MO 64121-9104	0.10%	
(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.	
DE IVY SM CP GRTH I - DELAWARE INV P.O BOX 29217 SHAWNEE MISSION, KS 66201	0.10%	
(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.	
GS SHORT DUR GOVT IS - GOLDMAN SAC 13-5108880	0.10%	

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.	
INVS DEVELOP MKT Y - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
(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.	
IS S&P 500 IDX IS - BNY MELLON INV 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.05%	
(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.	
J H ENTERPRISE I - JANUS HENDERSON 151 DETROIT STREET, DENVER, CO 80206	0.10%	

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.	
J H HIGH-YIELD I - JANUS HENDERSON 151 DETROIT STREET, DENVER, CO 80206	0.10%	
(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.	
JPM EQUITY INC I - DST ASSET MANAG 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%	
(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.	
LORD ABBETT INCOME I - DST SYSTEMS	0.10%	
43-1581814		

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.	
METWEST TOT RTN BD I - BNY MELLON 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK INTL INV - DST ASSET MANAG 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%	
(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.	
TRP BLUE CHIP GR ADV - T. ROWE PRI	0.40%	
52-2269240		

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.
VICTORY S ESTB VAL I - FIS INVESTO FAITH INVESTOR SERVICES, LLC 14785 PRESTON ROAD, SUITE 1000 DALLAS, TX 75254	0.10%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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>BEAR HOLDINGS, 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>BEAR HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>20-8034548</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	589488	630821
(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)	90975	57836
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(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)	26468957	21691273
(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	27149420	22379930

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	27149420	22379930
---	-----------	----------	----------

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)	721061	
(B) Participants	2a(1)(B)	1390666	
(C) Others (including rollovers)	2a(1)(C)	157563	
(2) Noncash contributions	2a(2)	0	2269290
(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)	8105	
(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)	2994	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1093942
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1093942	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	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	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)		0
(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)		-5675461
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-2301130
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2399590	
(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)		2399590
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		21195
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)	47575	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		47575
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2468360
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-4769490
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: **FORVIS LLP**

(2) EIN: **44-0160260**

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		39406

	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.)		X	
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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		5000000
4e	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?		X	
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?		X	
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	
4n		X	

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

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

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

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 BEAR HOLDINGS, LLC 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BEAR HOLDINGS, LLC		D Employer Identification Number (EIN) 20-8034548
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____



Bear Holdings, LLC 401(k) Plan EIN 20-8034548 PN 001

Independent Auditor's Report and Financial Statements

December 31, 2022 and 2021



Bear Holdings, LLC 401(k) Plan
December 31, 2022 and 2021

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	5
Statements of Changes in Net Assets Available for Benefits.....	6
Notes to Financial Statements	7

Supplemental Schedules

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2022	15
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022	16



910 E. St. Louis Street, Suite 200 / Springfield, MO 65806

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Independent Auditor's Report

Plan Administrator
Bear Holdings, LLC 401(k) Plan
Columbia, Missouri

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of Bear Holdings, LLC 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in *Note 3* to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Bear Holdings, 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 Bear Holdings, LLC 401(k) Plan's ability to continue as a going concern within one year after the date that these financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Bear Holdings, 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 Bear Holdings, 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 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

Other Matters – Supplemental Schedules Required by ERISA

The supplemental schedules listed in the table of contents 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to, or is derived from, the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

FORVIS, LLP

Springfield, Missouri
October 12, 2023

Federal Employer Identification Number: 44-0160260

Bear Holdings, LLC 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Investments, At Fair Value	<u>\$ 22,322,094</u>	<u>\$ 27,058,445</u>
Receivables		
Employer contributions	34,135	43,721
Participant contributions	60,896	68,270
Notes receivable from participants	<u>62,137</u>	<u>95,276</u>
	<u>157,168</u>	<u>207,267</u>
Net Assets Available for Benefits	<u><u>\$ 22,479,262</u></u>	<u><u>\$ 27,265,712</u></u>

Bear Holdings, LLC 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (5,675,461)	\$ 1,756,978
Interest and dividends	<u>1,102,047</u>	<u>1,949,174</u>
Net investment income (loss)	<u>(4,573,414)</u>	<u>3,706,152</u>
Interest Income on Notes Receivable from Participants	<u>2,994</u>	<u>3,347</u>
Contributions		
Employers	711,475	785,109
Participants	1,383,292	1,520,826
Rollovers	<u>157,563</u>	<u>129,552</u>
	<u>2,252,330</u>	<u>2,435,487</u>
Additions, net of investment losses	<u>(2,318,090)</u>	<u>6,144,986</u>
Deductions		
Benefits paid directly to participants	2,420,785	3,959,210
Administrative expenses	<u>47,575</u>	<u>58,982</u>
Total deductions	<u>2,468,360</u>	<u>4,018,192</u>
Net Increase (Decrease)	(4,786,450)	2,126,794
Net Assets Available for Benefits, Beginning of Year	<u>27,265,712</u>	<u>25,138,918</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 22,479,262</u></u>	<u><u>\$ 27,265,712</u></u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 1: Description of the Plan

The following description of Bear Holdings, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of JES Payroll Clearing, Inc., FWM Payroll Clearing, Inc., Bear Land Development, Inc., JES Dev Co., Inc., Fairway Construction Co., Inc., Fairway Management, Inc., Affordable Equity Partners, Inc., Capital Health Management, Inc., Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., Lakewood Care Center of Lee's Summit, L.C., Metro Equipment Rental Co., L.C., Missouri Air Services, LLC, JES Prime Payroll Clearing, Inc., Wilshire at Lakewood Memory Care, LLC, JES Prime Senior Living, LLC, and Village of Bedford Walk, LLC (collectively the "Company") who have at least three months of service and are age 21 or older. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan.

Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., and Lakewood Care Center of Lee's Summit, L.C. ceased operations after December 31, 2021.

Contributions

Participants may contribute up to the maximum of their total compensation for the plan year subject to limitations as prescribed by the Internal Revenue Code. Employee rollover contributions are also permitted.

The Company provides a safe harbor matching contribution equal to 100 percent of a participant's salary deferral amount not to exceed 4 percent of each participant's total compensation, as defined. In addition, the Company may make a discretionary matching contribution. The Company may also make discretionary profit-sharing contributions. To participate in the employer matching (discretionary and safe harbor) and profit-sharing contributions to the Plan, participants must have completed one year of service. To participate in the discretionary profit-sharing contributions to the Plan, participants must also be actively employed on the last day of the plan year. No discretionary matching contributions or discretionary profit-sharing contributions were made for the plan years ended December 31, 2022 or 2021. Contributions are subject to certain limitations.

Participant Investment Account Options

Participants have the option of directing their contributions as well as the Company's contributions into any of the various investment options offered by the Plan and may change the allocation daily.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon and the Company's safe harbor contributions plus earnings thereon. Vesting in the Company's discretionary matching and profit-sharing contribution portion of their accounts plus earnings thereon is based on years of credited service. A participant is fully vested after six years of credited service.

Forfeited Accounts

At December 31, 2022 and 2021, forfeited nonvested accounts totaled \$49,535 and \$35,841, respectively. These accounts will be used to reduce future employer contributions or to pay Plan administrative expenses. During 2022, no forfeited nonvested accounts were utilized. During 2021, forfeited nonvested accounts were used to pay \$5,700 of Plan administrative expenses.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates equal to the prime lending rate. The rate of interest on the loan is fixed for the duration of the loan repayment period. Generally, loans are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. A participant is considered to be in default if a participant fails to make all or any part of a required loan repayment by the end of the calendar quarter which follows the calendar quarter in which the repayment was due. In the event of default, the outstanding balance of the loan, including accrued interest, will be treated as a deemed distribution subject to federal income tax.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Payment of Benefits

Upon termination of service, a participant whose account balance exceeds \$5,000 may elect to either remain in the Plan or receive a lump sum equal to the value of their account. A lump sum distribution will automatically be made for those terminated participants with an account balance of \$5,000 or less. Absent an election by the participant, a rollover to an individual retirement account designated by the administrator will automatically be made for those terminated participants with an account balance not exceeding \$5,000 but greater than \$1,000. Withdrawals other than for termination are permitted under certain circumstances.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 and changes in net assets and disclosure 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. Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year-end.

Purchases and sales 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 (depreciation) in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 3: Certification of Plan Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 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. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2022 and 2021.
- Investment income (loss) and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2022 and 2021.
- Investment information and notes receivable from participants included in the accompanying schedule of assets (held at year-end) as of December 31, 2022.

The Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such certified investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Certain plan investments are shares of mutual funds managed by an affiliate of Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. The Plan paid \$1,081 and \$1,175 of direct recordkeeping fees to an affiliate of Fidelity Management Trust Company during 2022 and 2021, respectively. The Plan paid direct fees of \$46,494 and \$52,107 for investment advisory services during 2022 and 2021, respectively. The Company provides certain administrative services at no cost to the Plan and directly pays other fees related to the Plan's operations.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 5: Disclosures About Fair Value Measurements

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2022 and 2021:

2022				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Money market fund	\$ 630,821	\$ 630,821	\$ -	\$ -
Mutual funds	21,691,273	21,691,273	-	-
	<u>\$ 22,322,094</u>	<u>\$ 22,322,094</u>	<u>\$ -</u>	<u>\$ -</u>
2021				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Money market fund	\$ 589,488	\$ 589,488	\$ -	\$ -
Mutual funds	26,468,957	26,468,957	-	-
	<u>\$ 27,058,445</u>	<u>\$ 27,058,445</u>	<u>\$ -</u>	<u>\$ -</u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended December 31, 2022 and 2021. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include money market mutual funds and mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of investments with similar characteristics, or discounted cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Note 6: Tax Status

The Plan operates under a nonstandardized pre-approved profit-sharing plan document sponsored by FMR LLC. This pre-approved plan document has been filed with the appropriate agency and has obtained an opinion letter from the Internal Revenue Service dated June 30, 2020, stating the form of the Plan is acceptable for use under Section 401 of the Internal Revenue Code. Therefore, the plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date.

Note 7: Plan Termination

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

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 8: Reconciliation of Financial Statements to Form 5500

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

	2022	2021
Net assets available for benefits per the financial statements	\$ 22,479,262	\$ 27,265,712
Contributions receivable per the financial statements	(95,031)	(111,991)
Loans deemed distributed per Form 5500	(4,301)	(4,301)
	<u> </u>	<u> </u>
Net assets available for benefits per Form 5500	<u><u>\$ 22,379,930</u></u>	<u><u>\$ 27,149,420</u></u>

The following are reconciliations of contributions per the financial statements for the years ended December 31, 2022 and 2021, to Form 5500:

	2022	2021
Employer's contributions per the financial statements	\$ 711,475	\$ 785,109
Change in contributions receivable	9,586	9,777
	<u> </u>	<u> </u>
Employer's contributions per Form 5500	<u><u>\$ 721,061</u></u>	<u><u>\$ 794,886</u></u>
Participants' contributions per the financial statements	\$ 1,383,292	\$ 1,520,826
Change in contributions receivable	7,374	(6,696)
	<u> </u>	<u> </u>
Participants' contributions per Form 5500	<u><u>\$ 1,390,666</u></u>	<u><u>\$ 1,514,130</u></u>

The following is a reconciliation of benefits paid directly to participants per the financial statements for the years ended December 31, 2022 and 2021, to Form 5500:

	2022	2021
Benefits paid directly to participants per the financial statements	\$ 2,420,785	\$ 3,959,210
Change in loans deemed distributed per Form 5500	<u>-</u>	<u>(2,665)</u>
Benefits paid directly to participants per Form 5500	<u><u>\$ 2,420,785</u></u>	<u><u>\$ 3,956,545</u></u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 9: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets. Contributions and loan repayments of \$2,561, \$7,941, \$4, \$16,378, and \$12,522 were not remitted within the required time period for the years ended December 31, 2022, 2021, 2020, 2019, and 2018, respectively, and are pending full correction with lost earnings.

Note 10: Risks and Uncertainties

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

Note 11: Subsequent Events

Subsequent events have been evaluated through October 12, 2023, which is the date the financial statements were available to be issued.

Plan Amendments

Effective January 1, 2023, the Plan was amended to permit Roth contributions and to formally remove Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., and Lakewood Care Center of Lee's Summit, L.C. as participating employers.

Supplemental Schedules

Bear Holdings, LLC 401(k) Plan

EIN 20-8034548 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan		Plan Year	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are Included [X]			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$	12,522	2018	\$ 12,522	\$ -	\$ -	\$ -
	16,378	2019	16,378	-	-	-
	4	2020	4	-	-	-
	7,941	2021	7,941	-	-	-
	2,561	2022	2,561	-	-	-
\$	39,406		\$ 39,406	\$ -	\$ -	\$ -

Bear Holdings, LLC 401(k) Plan

EIN 20-8034548 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2022

Identity of Issuer	Description of Investment	Current Value
AllianceBernstein	AB Global Bond Z	\$ 105,368
American Beacon	American Beacon International Equity Fund R5 Class	347,242
American Funds	American Funds 2010 Target Date Retirement Fund Class R6	60,317
American Funds	American Funds 2015 Target Date Retirement Fund Class R6	4,952
American Funds	American Funds 2020 Target Date Retirement Fund Class R6	172,010
American Funds	American Funds 2025 Target Date Retirement Fund Class R6	1,031,310
American Funds	American Funds 2030 Target Date Retirement Fund Class R6	2,200,744
American Funds	American Funds 2035 Target Date Retirement Fund Class R6	910,460
American Funds	American Funds 2040 Target Date Retirement Fund Class R6	1,047,016
American Funds	American Funds 2045 Target Date Retirement Fund Class R6	1,541,432
American Funds	American Funds 2050 Target Date Retirement Fund Class R6	980,318
American Funds	American Funds 2055 Target Date Retirement Fund Class R6	753,634
American Funds	American Funds 2060 Target Date Retirement Fund Class R6	257,958
American Funds	American Funds 2065 Target Date Retirement Fund Class R6	32,239
Allspring	Allspring Special Small Cap Value R6	351,176
BlackRock	BlackRock GNMA Portfolio Institutional	82,617
BNY Mellon	BNY Mellon MidCap Index Inv	415,925
ClearBridge	ClearBridge Large Cap Growth IS	964,472
Columbia	Columbia Select Large Cap Value I	409,584
Columbia	Columbia Small Cap Index I	496,423
Ivy Funds	Delaware Ivy Small Cap Growth I	616,016
* Fidelity Investments	Fidelity Advisor Emerging Asia I	148,775
* Fidelity Investments	Fidelity Advisor International Growth I	521,415
* Fidelity Investments	Fidelity Advisor Materials I	183,870
* Fidelity Investments	Fidelity Government Money Market	630,821
Goldman Sachs	Goldman Sachs Short Duration Govt IS	256,741
Invesco	Invesco Developing Markets Y	461,890
BlackRock	iShares MSCI EAFE International Index K	336,512
BlackRock	iShares S&P 500 Index Institutional	2,566,749
Janus Henderson	Janus Henderson Enterprise I	740,685
Janus Henderson	Janus Henderson High-Yield I	369,918
JPMorgan	JPMorgan Equity Income I	961,717
Lord Abbett	Lord Abbett Income I	514,550
Metropolitan West	Metropolitan West Total Return Bond I	372,724
T. Rowe Price	T. Rowe Price Blue Chip Growth Advisor	458,414
Victory	Victory Sycamore Established Value I	1,016,100
	Total money market and mutual funds	22,322,094
* Plan participants	Participant loans, with interest rates at 3.25% - 5.50%	57,836
		<u>\$ 22,379,930</u>

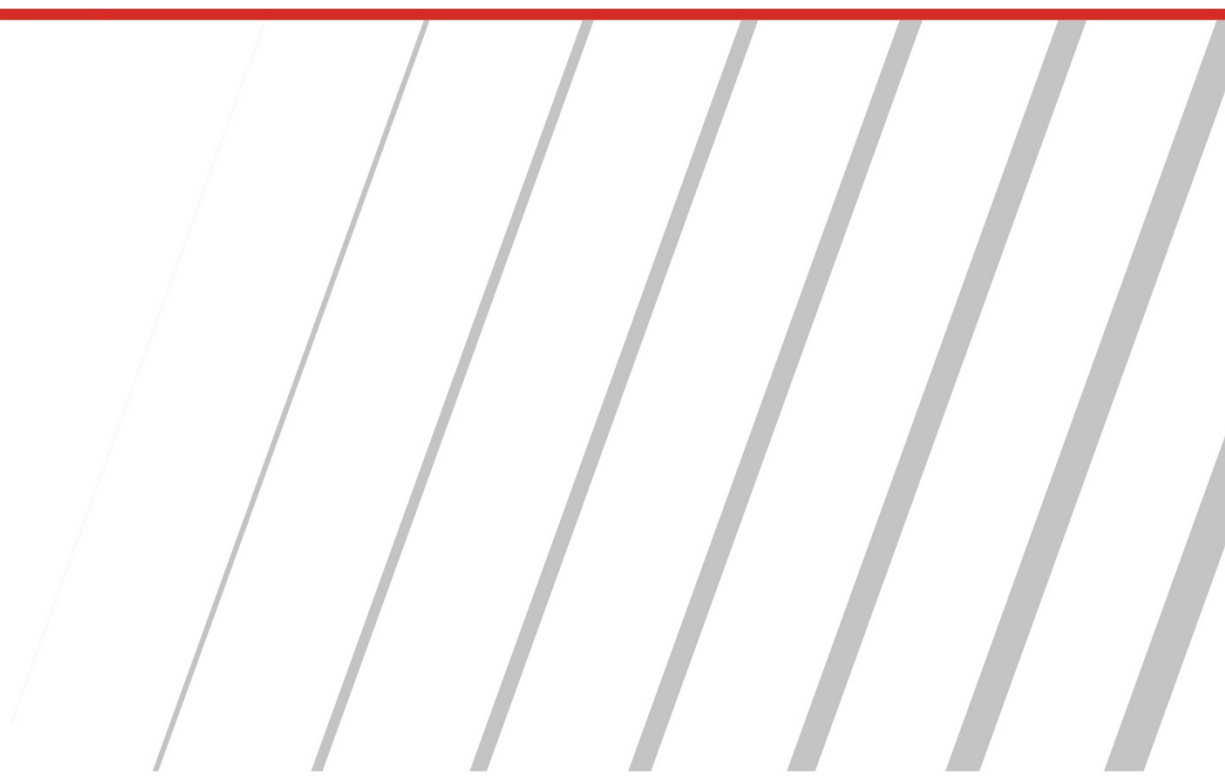
* Party in interest as defined by ERISA



Bear Holdings, LLC 401(k) Plan EIN 20-8034548 PN 001

Independent Auditor's Report and Financial Statements

December 31, 2022 and 2021



Bear Holdings, LLC 401(k) Plan
December 31, 2022 and 2021

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	5
Statements of Changes in Net Assets Available for Benefits.....	6
Notes to Financial Statements	7

Supplemental Schedules

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2022	15
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022	16



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Independent Auditor's Report

Plan Administrator
Bear Holdings, LLC 401(k) Plan
Columbia, Missouri

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of Bear Holdings, LLC 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in *Note 3* to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Bear Holdings, 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 Bear Holdings, LLC 401(k) Plan's ability to continue as a going concern within one year after the date that these financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Bear Holdings, 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 Bear Holdings, 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 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

Other Matters – Supplemental Schedules Required by ERISA

The supplemental schedules listed in the table of contents 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to, or is derived from, the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

FORVIS, LLP

Springfield, Missouri
October 12, 2023

Federal Employer Identification Number: 44-0160260

Bear Holdings, LLC 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Investments, At Fair Value	<u>\$ 22,322,094</u>	<u>\$ 27,058,445</u>
Receivables		
Employer contributions	34,135	43,721
Participant contributions	60,896	68,270
Notes receivable from participants	<u>62,137</u>	<u>95,276</u>
	<u>157,168</u>	<u>207,267</u>
Net Assets Available for Benefits	<u><u>\$ 22,479,262</u></u>	<u><u>\$ 27,265,712</u></u>

Bear Holdings, LLC 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (5,675,461)	\$ 1,756,978
Interest and dividends	<u>1,102,047</u>	<u>1,949,174</u>
Net investment income (loss)	<u>(4,573,414)</u>	<u>3,706,152</u>
Interest Income on Notes Receivable from Participants	<u>2,994</u>	<u>3,347</u>
Contributions		
Employers	711,475	785,109
Participants	1,383,292	1,520,826
Rollovers	<u>157,563</u>	<u>129,552</u>
	<u>2,252,330</u>	<u>2,435,487</u>
Additions, net of investment losses	<u>(2,318,090)</u>	<u>6,144,986</u>
Deductions		
Benefits paid directly to participants	2,420,785	3,959,210
Administrative expenses	<u>47,575</u>	<u>58,982</u>
Total deductions	<u>2,468,360</u>	<u>4,018,192</u>
Net Increase (Decrease)	(4,786,450)	2,126,794
Net Assets Available for Benefits, Beginning of Year	<u>27,265,712</u>	<u>25,138,918</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 22,479,262</u></u>	<u><u>\$ 27,265,712</u></u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 1: Description of the Plan

The following description of Bear Holdings, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of JES Payroll Clearing, Inc., FWM Payroll Clearing, Inc., Bear Land Development, Inc., JES Dev Co., Inc., Fairway Construction Co., Inc., Fairway Management, Inc., Affordable Equity Partners, Inc., Capital Health Management, Inc., Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., Lakewood Care Center of Lee's Summit, L.C., Metro Equipment Rental Co., L.C., Missouri Air Services, LLC, JES Prime Payroll Clearing, Inc., Wilshire at Lakewood Memory Care, LLC, JES Prime Senior Living, LLC, and Village of Bedford Walk, LLC (collectively the "Company") who have at least three months of service and are age 21 or older. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan.

Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., and Lakewood Care Center of Lee's Summit, L.C. ceased operations after December 31, 2021.

Contributions

Participants may contribute up to the maximum of their total compensation for the plan year subject to limitations as prescribed by the Internal Revenue Code. Employee rollover contributions are also permitted.

The Company provides a safe harbor matching contribution equal to 100 percent of a participant's salary deferral amount not to exceed 4 percent of each participant's total compensation, as defined. In addition, the Company may make a discretionary matching contribution. The Company may also make discretionary profit-sharing contributions. To participate in the employer matching (discretionary and safe harbor) and profit-sharing contributions to the Plan, participants must have completed one year of service. To participate in the discretionary profit-sharing contributions to the Plan, participants must also be actively employed on the last day of the plan year. No discretionary matching contributions or discretionary profit-sharing contributions were made for the plan years ended December 31, 2022 or 2021. Contributions are subject to certain limitations.

Participant Investment Account Options

Participants have the option of directing their contributions as well as the Company's contributions into any of the various investment options offered by the Plan and may change the allocation daily.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon and the Company's safe harbor contributions plus earnings thereon. Vesting in the Company's discretionary matching and profit-sharing contribution portion of their accounts plus earnings thereon is based on years of credited service. A participant is fully vested after six years of credited service.

Forfeited Accounts

At December 31, 2022 and 2021, forfeited nonvested accounts totaled \$49,535 and \$35,841, respectively. These accounts will be used to reduce future employer contributions or to pay Plan administrative expenses. During 2022, no forfeited nonvested accounts were utilized. During 2021, forfeited nonvested accounts were used to pay \$5,700 of Plan administrative expenses.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates equal to the prime lending rate. The rate of interest on the loan is fixed for the duration of the loan repayment period. Generally, loans are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. A participant is considered to be in default if a participant fails to make all or any part of a required loan repayment by the end of the calendar quarter which follows the calendar quarter in which the repayment was due. In the event of default, the outstanding balance of the loan, including accrued interest, will be treated as a deemed distribution subject to federal income tax.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Payment of Benefits

Upon termination of service, a participant whose account balance exceeds \$5,000 may elect to either remain in the Plan or receive a lump sum equal to the value of their account. A lump sum distribution will automatically be made for those terminated participants with an account balance of \$5,000 or less. Absent an election by the participant, a rollover to an individual retirement account designated by the administrator will automatically be made for those terminated participants with an account balance not exceeding \$5,000 but greater than \$1,000. Withdrawals other than for termination are permitted under certain circumstances.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 and changes in net assets and disclosure 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. Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year-end.

Purchases and sales 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 (depreciation) in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 3: Certification of Plan Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 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. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2022 and 2021.
- Investment income (loss) and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2022 and 2021.
- Investment information and notes receivable from participants included in the accompanying schedule of assets (held at year-end) as of December 31, 2022.

The Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such certified investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Certain plan investments are shares of mutual funds managed by an affiliate of Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. The Plan paid \$1,081 and \$1,175 of direct recordkeeping fees to an affiliate of Fidelity Management Trust Company during 2022 and 2021, respectively. The Plan paid direct fees of \$46,494 and \$52,107 for investment advisory services during 2022 and 2021, respectively. The Company provides certain administrative services at no cost to the Plan and directly pays other fees related to the Plan's operations.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 5: Disclosures About Fair Value Measurements

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2022 and 2021:

2022				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Money market fund	\$ 630,821	\$ 630,821	\$ -	\$ -
Mutual funds	21,691,273	21,691,273	-	-
	<u>\$ 22,322,094</u>	<u>\$ 22,322,094</u>	<u>\$ -</u>	<u>\$ -</u>
2021				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Money market fund	\$ 589,488	\$ 589,488	\$ -	\$ -
Mutual funds	26,468,957	26,468,957	-	-
	<u>\$ 27,058,445</u>	<u>\$ 27,058,445</u>	<u>\$ -</u>	<u>\$ -</u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended December 31, 2022 and 2021. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include money market mutual funds and mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of investments with similar characteristics, or discounted cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Note 6: Tax Status

The Plan operates under a nonstandardized pre-approved profit-sharing plan document sponsored by FMR LLC. This pre-approved plan document has been filed with the appropriate agency and has obtained an opinion letter from the Internal Revenue Service dated June 30, 2020, stating the form of the Plan is acceptable for use under Section 401 of the Internal Revenue Code. Therefore, the plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date.

Note 7: Plan Termination

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

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 8: Reconciliation of Financial Statements to Form 5500

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

	2022	2021
Net assets available for benefits per the financial statements	\$ 22,479,262	\$ 27,265,712
Contributions receivable per the financial statements	(95,031)	(111,991)
Loans deemed distributed per Form 5500	<u>(4,301)</u>	<u>(4,301)</u>
Net assets available for benefits per Form 5500	<u><u>\$ 22,379,930</u></u>	<u><u>\$ 27,149,420</u></u>

The following are reconciliations of contributions per the financial statements for the years ended December 31, 2022 and 2021, to Form 5500:

	2022	2021
Employer's contributions per the financial statements	\$ 711,475	\$ 785,109
Change in contributions receivable	<u>9,586</u>	<u>9,777</u>
Employer's contributions per Form 5500	<u><u>\$ 721,061</u></u>	<u><u>\$ 794,886</u></u>
Participants' contributions per the financial statements	\$ 1,383,292	\$ 1,520,826
Change in contributions receivable	<u>7,374</u>	<u>(6,696)</u>
Participants' contributions per Form 5500	<u><u>\$ 1,390,666</u></u>	<u><u>\$ 1,514,130</u></u>

The following is a reconciliation of benefits paid directly to participants per the financial statements for the years ended December 31, 2022 and 2021, to Form 5500:

	2022	2021
Benefits paid directly to participants per the financial statements	\$ 2,420,785	\$ 3,959,210
Change in loans deemed distributed per Form 5500	<u>-</u>	<u>(2,665)</u>
Benefits paid directly to participants per Form 5500	<u><u>\$ 2,420,785</u></u>	<u><u>\$ 3,956,545</u></u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 9: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets. Contributions and loan repayments of \$2,561, \$7,941, \$4, \$16,378, and \$12,522 were not remitted within the required time period for the years ended December 31, 2022, 2021, 2020, 2019, and 2018, respectively, and are pending full correction with lost earnings.

Note 10: Risks and Uncertainties

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

Note 11: Subsequent Events

Subsequent events have been evaluated through October 12, 2023, which is the date the financial statements were available to be issued.

Plan Amendments

Effective January 1, 2023, the Plan was amended to permit Roth contributions and to formally remove Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., and Lakewood Care Center of Lee's Summit, L.C. as participating employers.

Supplemental Schedules

Bear Holdings, LLC 401(k) Plan

EIN 20-8034548 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan		Plan Year	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are Included [X]			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$	12,522	2018	\$ 12,522	\$ -	\$ -	\$ -
	16,378	2019	16,378	-	-	-
	4	2020	4	-	-	-
	7,941	2021	7,941	-	-	-
	2,561	2022	2,561	-	-	-
\$	39,406		\$ 39,406	\$ -	\$ -	\$ -

Bear Holdings, LLC 401(k) Plan

EIN 20-8034548 PN 001

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

Identity of Issuer	Description of Investment	Current Value
AllianceBernstein	AB Global Bond Z	\$ 105,368
American Beacon	American Beacon International Equity Fund R5 Class	347,242
American Funds	American Funds 2010 Target Date Retirement Fund Class R6	60,317
American Funds	American Funds 2015 Target Date Retirement Fund Class R6	4,952
American Funds	American Funds 2020 Target Date Retirement Fund Class R6	172,010
American Funds	American Funds 2025 Target Date Retirement Fund Class R6	1,031,310
American Funds	American Funds 2030 Target Date Retirement Fund Class R6	2,200,744
American Funds	American Funds 2035 Target Date Retirement Fund Class R6	910,460
American Funds	American Funds 2040 Target Date Retirement Fund Class R6	1,047,016
American Funds	American Funds 2045 Target Date Retirement Fund Class R6	1,541,432
American Funds	American Funds 2050 Target Date Retirement Fund Class R6	980,318
American Funds	American Funds 2055 Target Date Retirement Fund Class R6	753,634
American Funds	American Funds 2060 Target Date Retirement Fund Class R6	257,958
American Funds	American Funds 2065 Target Date Retirement Fund Class R6	32,239
Allspring	Allspring Special Small Cap Value R6	351,176
BlackRock	BlackRock GNMA Portfolio Institutional	82,617
BNY Mellon	BNY Mellon MidCap Index Inv	415,925
ClearBridge	ClearBridge Large Cap Growth IS	964,472
Columbia	Columbia Select Large Cap Value I	409,584
Columbia	Columbia Small Cap Index I	496,423
Ivy Funds	Delaware Ivy Small Cap Growth I	616,016
* Fidelity Investments	Fidelity Advisor Emerging Asia I	148,775
* Fidelity Investments	Fidelity Advisor International Growth I	521,415
* Fidelity Investments	Fidelity Advisor Materials I	183,870
* Fidelity Investments	Fidelity Government Money Market	630,821
Goldman Sachs	Goldman Sachs Short Duration Govt IS	256,741
Invesco	Invesco Developing Markets Y	461,890
BlackRock	iShares MSCI EAFE International Index K	336,512
BlackRock	iShares S&P 500 Index Institutional	2,566,749
Janus Henderson	Janus Henderson Enterprise I	740,685
Janus Henderson	Janus Henderson High-Yield I	369,918
JPMorgan	JPMorgan Equity Income I	961,717
Lord Abbett	Lord Abbett Income I	514,550
Metropolitan West	Metropolitan West Total Return Bond I	372,724
T. Rowe Price	T. Rowe Price Blue Chip Growth Advisor	458,414
Victory	Victory Sycamore Established Value I	1,016,100
	Total money market and mutual funds	22,322,094
* Plan participants	Participant loans, with interest rates at 3.25% - 5.50%	57,836
		<u>\$ 22,379,930</u>

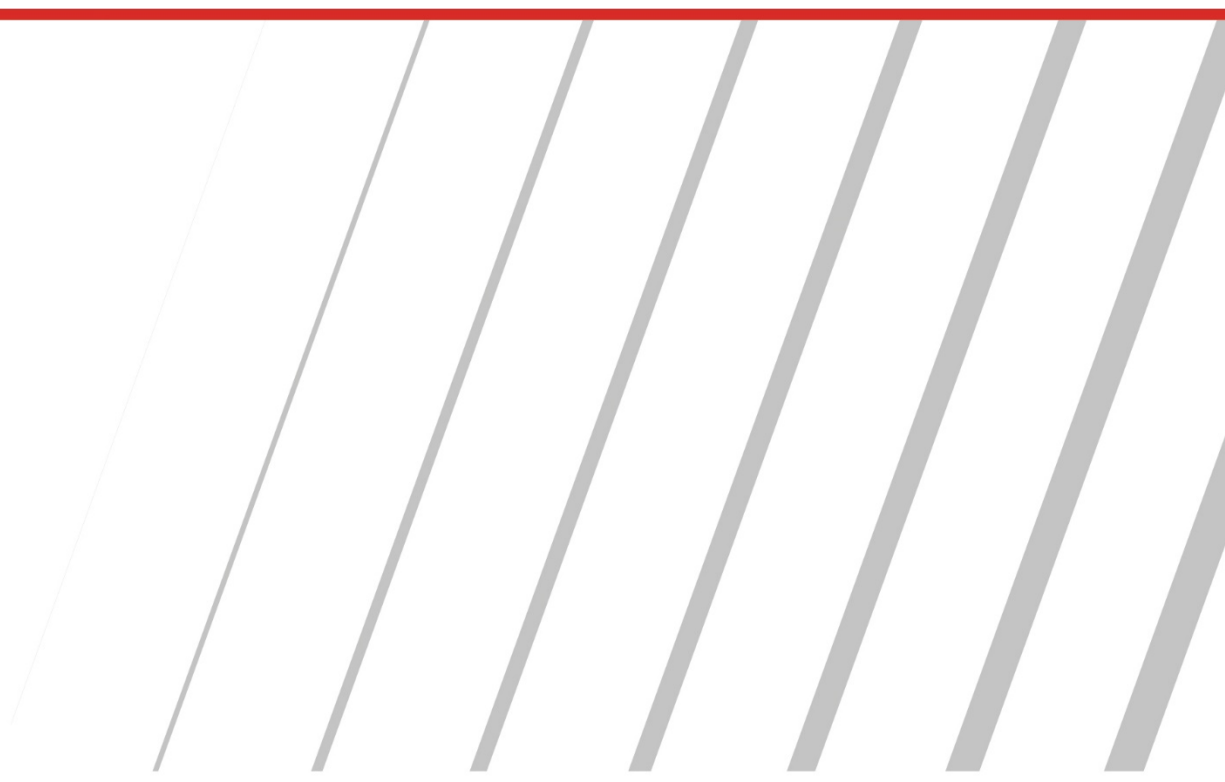
* Party in interest as defined by ERISA



Bear Holdings, LLC 401(k) Plan EIN 20-8034548 PN 001

Independent Auditor's Report and Financial Statements

December 31, 2022 and 2021



Bear Holdings, LLC 401(k) Plan
December 31, 2022 and 2021

Contents

Independent Auditor's Report.....	1
--	----------

Financial Statements

Statements of Net Assets Available for Benefits.....	5
Statements of Changes in Net Assets Available for Benefits.....	6
Notes to Financial Statements	7

Supplemental Schedules

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the Year Ended December 31, 2022	15
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022	16



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Independent Auditor's Report

Plan Administrator
Bear Holdings, LLC 401(k) Plan
Columbia, Missouri

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of Bear Holdings, LLC 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in *Note 3* to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Bear Holdings, 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 Bear Holdings, LLC 401(k) Plan's ability to continue as a going concern within one year after the date that these financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Bear Holdings, 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 Bear Holdings, 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 financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

Other Matters – Supplemental Schedules Required by ERISA

The supplemental schedules listed in the table of contents 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to, or is derived from, the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

FORVIS, LLP

Springfield, Missouri
October 12, 2023

Federal Employer Identification Number: 44-0160260

Bear Holdings, LLC 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Investments, At Fair Value	<u>\$ 22,322,094</u>	<u>\$ 27,058,445</u>
Receivables		
Employer contributions	34,135	43,721
Participant contributions	60,896	68,270
Notes receivable from participants	<u>62,137</u>	<u>95,276</u>
	<u>157,168</u>	<u>207,267</u>
Net Assets Available for Benefits	<u><u>\$ 22,479,262</u></u>	<u><u>\$ 27,265,712</u></u>

Bear Holdings, LLC 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (5,675,461)	\$ 1,756,978
Interest and dividends	<u>1,102,047</u>	<u>1,949,174</u>
Net investment income (loss)	<u>(4,573,414)</u>	<u>3,706,152</u>
Interest Income on Notes Receivable from Participants	<u>2,994</u>	<u>3,347</u>
Contributions		
Employers	711,475	785,109
Participants	1,383,292	1,520,826
Rollovers	<u>157,563</u>	<u>129,552</u>
	<u>2,252,330</u>	<u>2,435,487</u>
Additions, net of investment losses	<u>(2,318,090)</u>	<u>6,144,986</u>
Deductions		
Benefits paid directly to participants	2,420,785	3,959,210
Administrative expenses	<u>47,575</u>	<u>58,982</u>
Total deductions	<u>2,468,360</u>	<u>4,018,192</u>
Net Increase (Decrease)	(4,786,450)	2,126,794
Net Assets Available for Benefits, Beginning of Year	<u>27,265,712</u>	<u>25,138,918</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 22,479,262</u></u>	<u><u>\$ 27,265,712</u></u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 1: Description of the Plan

The following description of Bear Holdings, LLC 401(k) Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of JES Payroll Clearing, Inc., FWM Payroll Clearing, Inc., Bear Land Development, Inc., JES Dev Co., Inc., Fairway Construction Co., Inc., Fairway Management, Inc., Affordable Equity Partners, Inc., Capital Health Management, Inc., Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., Lakewood Care Center of Lee's Summit, L.C., Metro Equipment Rental Co., L.C., Missouri Air Services, LLC, JES Prime Payroll Clearing, Inc., Wilshire at Lakewood Memory Care, LLC, JES Prime Senior Living, LLC, and Village of Bedford Walk, LLC (collectively the "Company") who have at least three months of service and are age 21 or older. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Fidelity Management Trust Company is the trustee of the Plan.

Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., and Lakewood Care Center of Lee's Summit, L.C. ceased operations after December 31, 2021.

Contributions

Participants may contribute up to the maximum of their total compensation for the plan year subject to limitations as prescribed by the Internal Revenue Code. Employee rollover contributions are also permitted.

The Company provides a safe harbor matching contribution equal to 100 percent of a participant's salary deferral amount not to exceed 4 percent of each participant's total compensation, as defined. In addition, the Company may make a discretionary matching contribution. The Company may also make discretionary profit-sharing contributions. To participate in the employer matching (discretionary and safe harbor) and profit-sharing contributions to the Plan, participants must have completed one year of service. To participate in the discretionary profit-sharing contributions to the Plan, participants must also be actively employed on the last day of the plan year. No discretionary matching contributions or discretionary profit-sharing contributions were made for the plan years ended December 31, 2022 or 2021. Contributions are subject to certain limitations.

Participant Investment Account Options

Participants have the option of directing their contributions as well as the Company's contributions into any of the various investment options offered by the Plan and may change the allocation daily.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon and the Company's safe harbor contributions plus earnings thereon. Vesting in the Company's discretionary matching and profit-sharing contribution portion of their accounts plus earnings thereon is based on years of credited service. A participant is fully vested after six years of credited service.

Forfeited Accounts

At December 31, 2022 and 2021, forfeited nonvested accounts totaled \$49,535 and \$35,841, respectively. These accounts will be used to reduce future employer contributions or to pay Plan administrative expenses. During 2022, no forfeited nonvested accounts were utilized. During 2021, forfeited nonvested accounts were used to pay \$5,700 of Plan administrative expenses.

Participant Loans

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50 percent of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates equal to the prime lending rate. The rate of interest on the loan is fixed for the duration of the loan repayment period. Generally, loans are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. A participant is considered to be in default if a participant fails to make all or any part of a required loan repayment by the end of the calendar quarter which follows the calendar quarter in which the repayment was due. In the event of default, the outstanding balance of the loan, including accrued interest, will be treated as a deemed distribution subject to federal income tax.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Payment of Benefits

Upon termination of service, a participant whose account balance exceeds \$5,000 may elect to either remain in the Plan or receive a lump sum equal to the value of their account. A lump sum distribution will automatically be made for those terminated participants with an account balance of \$5,000 or less. Absent an election by the participant, a rollover to an individual retirement account designated by the administrator will automatically be made for those terminated participants with an account balance not exceeding \$5,000 but greater than \$1,000. Withdrawals other than for termination are permitted under certain circumstances.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 and changes in net assets and disclosure 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. Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year-end.

Purchases and sales 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 (depreciation) in the fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 3: Certification of Plan Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 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. Accordingly, Fidelity Management Trust Company, a qualified institution, has certified the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2022 and 2021.
- Investment income (loss) and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2022 and 2021.
- Investment information and notes receivable from participants included in the accompanying schedule of assets (held at year-end) as of December 31, 2022.

The Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such certified investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

Certain plan investments are shares of mutual funds managed by an affiliate of Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation (depreciation) in fair value of investments, as they are paid through revenue sharing, rather than a direct payment. The Plan paid \$1,081 and \$1,175 of direct recordkeeping fees to an affiliate of Fidelity Management Trust Company during 2022 and 2021, respectively. The Plan paid direct fees of \$46,494 and \$52,107 for investment advisory services during 2022 and 2021, respectively. The Company provides certain administrative services at no cost to the Plan and directly pays other fees related to the Plan's operations.

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 5: Disclosures About Fair Value Measurements

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities.
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Recurring Measurements

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2022 and 2021:

2022				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Money market fund	\$ 630,821	\$ 630,821	\$ -	\$ -
Mutual funds	21,691,273	21,691,273	-	-
	<u>\$ 22,322,094</u>	<u>\$ 22,322,094</u>	<u>\$ -</u>	<u>\$ -</u>
2021				
Fair Value Measurements Using				
Fair Value	Level 1	Level 2	Level 3	
Money market fund	\$ 589,488	\$ 589,488	\$ -	\$ -
Mutual funds	26,468,957	26,468,957	-	-
	<u>\$ 27,058,445</u>	<u>\$ 27,058,445</u>	<u>\$ -</u>	<u>\$ -</u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended December 31, 2022 and 2021. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include money market mutual funds and mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of investments with similar characteristics, or discounted cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy.

Note 6: Tax Status

The Plan operates under a nonstandardized pre-approved profit-sharing plan document sponsored by FMR LLC. This pre-approved plan document has been filed with the appropriate agency and has obtained an opinion letter from the Internal Revenue Service dated June 30, 2020, stating the form of the Plan is acceptable for use under Section 401 of the Internal Revenue Code. Therefore, the plan administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date.

Note 7: Plan Termination

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

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 8: Reconciliation of Financial Statements to Form 5500

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

	2022	2021
Net assets available for benefits per the financial statements	\$ 22,479,262	\$ 27,265,712
Contributions receivable per the financial statements	(95,031)	(111,991)
Loans deemed distributed per Form 5500	<u>(4,301)</u>	<u>(4,301)</u>
Net assets available for benefits per Form 5500	<u><u>\$ 22,379,930</u></u>	<u><u>\$ 27,149,420</u></u>

The following are reconciliations of contributions per the financial statements for the years ended December 31, 2022 and 2021, to Form 5500:

	2022	2021
Employer's contributions per the financial statements	\$ 711,475	\$ 785,109
Change in contributions receivable	<u>9,586</u>	<u>9,777</u>
Employer's contributions per Form 5500	<u><u>\$ 721,061</u></u>	<u><u>\$ 794,886</u></u>
Participants' contributions per the financial statements	\$ 1,383,292	\$ 1,520,826
Change in contributions receivable	<u>7,374</u>	<u>(6,696)</u>
Participants' contributions per Form 5500	<u><u>\$ 1,390,666</u></u>	<u><u>\$ 1,514,130</u></u>

The following is a reconciliation of benefits paid directly to participants per the financial statements for the years ended December 31, 2022 and 2021, to Form 5500:

	2022	2021
Benefits paid directly to participants per the financial statements	\$ 2,420,785	\$ 3,959,210
Change in loans deemed distributed per Form 5500	<u>-</u>	<u>(2,665)</u>
Benefits paid directly to participants per Form 5500	<u><u>\$ 2,420,785</u></u>	<u><u>\$ 3,956,545</u></u>

Bear Holdings, LLC 401(k) Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note 9: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions and loan repayments to the Plan as soon as they can be reasonably segregated from the employer's general assets. Contributions and loan repayments of \$2,561, \$7,941, \$4, \$16,378, and \$12,522 were not remitted within the required time period for the years ended December 31, 2022, 2021, 2020, 2019, and 2018, respectively, and are pending full correction with lost earnings.

Note 10: Risks and Uncertainties

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

Note 11: Subsequent Events

Subsequent events have been evaluated through October 12, 2023, which is the date the financial statements were available to be issued.

Plan Amendments

Effective January 1, 2023, the Plan was amended to permit Roth contributions and to formally remove Country Club Care Center of Warrensburg, L.C., Crown Care Center of Harrisonville, L.C., and Lakewood Care Center of Lee's Summit, L.C. as participating employers.

Supplemental Schedules

Bear Holdings, LLC 401(k) Plan

EIN 20-8034548 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan		Plan Year	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are Included [X]			Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$	12,522	2018	\$ 12,522	\$ -	\$ -	\$ -
	16,378	2019	16,378	-	-	-
	4	2020	4	-	-	-
	7,941	2021	7,941	-	-	-
	2,561	2022	2,561	-	-	-
\$	39,406		\$ 39,406	\$ -	\$ -	\$ -

Bear Holdings, LLC 401(k) Plan

EIN 20-8034548 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2022

Identity of Issuer	Description of Investment	Current Value
AllianceBernstein	AB Global Bond Z	\$ 105,368
American Beacon	American Beacon International Equity Fund R5 Class	347,242
American Funds	American Funds 2010 Target Date Retirement Fund Class R6	60,317
American Funds	American Funds 2015 Target Date Retirement Fund Class R6	4,952
American Funds	American Funds 2020 Target Date Retirement Fund Class R6	172,010
American Funds	American Funds 2025 Target Date Retirement Fund Class R6	1,031,310
American Funds	American Funds 2030 Target Date Retirement Fund Class R6	2,200,744
American Funds	American Funds 2035 Target Date Retirement Fund Class R6	910,460
American Funds	American Funds 2040 Target Date Retirement Fund Class R6	1,047,016
American Funds	American Funds 2045 Target Date Retirement Fund Class R6	1,541,432
American Funds	American Funds 2050 Target Date Retirement Fund Class R6	980,318
American Funds	American Funds 2055 Target Date Retirement Fund Class R6	753,634
American Funds	American Funds 2060 Target Date Retirement Fund Class R6	257,958
American Funds	American Funds 2065 Target Date Retirement Fund Class R6	32,239
Allspring	Allspring Special Small Cap Value R6	351,176
BlackRock	BlackRock GNMA Portfolio Institutional	82,617
BNY Mellon	BNY Mellon MidCap Index Inv	415,925
ClearBridge	ClearBridge Large Cap Growth IS	964,472
Columbia	Columbia Select Large Cap Value I	409,584
Columbia	Columbia Small Cap Index I	496,423
Ivy Funds	Delaware Ivy Small Cap Growth I	616,016
* Fidelity Investments	Fidelity Advisor Emerging Asia I	148,775
* Fidelity Investments	Fidelity Advisor International Growth I	521,415
* Fidelity Investments	Fidelity Advisor Materials I	183,870
* Fidelity Investments	Fidelity Government Money Market	630,821
Goldman Sachs	Goldman Sachs Short Duration Govt IS	256,741
Invesco	Invesco Developing Markets Y	461,890
BlackRock	iShares MSCI EAFE International Index K	336,512
BlackRock	iShares S&P 500 Index Institutional	2,566,749
Janus Henderson	Janus Henderson Enterprise I	740,685
Janus Henderson	Janus Henderson High-Yield I	369,918
JPMorgan	JPMorgan Equity Income I	961,717
Lord Abbett	Lord Abbett Income I	514,550
Metropolitan West	Metropolitan West Total Return Bond I	372,724
T. Rowe Price	T. Rowe Price Blue Chip Growth Advisor	458,414
Victory	Victory Sycamore Established Value I	1,016,100
	Total money market and mutual funds	22,322,094
* Plan participants	Participant loans, with interest rates at 3.25% - 5.50%	57,836
		<u>\$ 22,379,930</u>

* Party in interest as defined by ERISA