

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 KIRKWOOD HOLDING, INC. RETIREMENT SAVINGS TRUST AND PLAN
1b	Three-digit plan number (PN) ▶ 005
1c	Effective date of plan 02/01/1989
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, and ZIP or foreign postal code (if foreign, see instructions) KIRKWOOD HOLDING, INC. 1239 ROCKSIDE ROAD PARMA, OH 44134
2b	Employer Identification Number (EIN) 20-1657242
2c	Plan Sponsor's telephone number 216-267-6200
2d	Business code (see instructions) 333610

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.	10/13/2023	BETH KOLMAN
	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

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		5 204
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) 155
a(2) Total number of active participants at the end of the plan year		6a(2) 159
b Retired or separated participants receiving benefits		6b 7
c Other retired or separated participants entitled to future benefits.....		6c 43
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 209
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 209
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 208
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 7
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H 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) ☐ 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 KIRKWOOD HOLDING, INC. RETIREMENT SAVINGS TRUST AND PLAN	B Three-digit plan number (PN) ▶	005
C Plan sponsor's name as shown on line 2a of Form 5500 KIRKWOOD HOLDING, INC.	D Employer Identification Number (EIN) 20-1657242	

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
PRUDENTIAL RETIREMENT INSURANCE AND
06-1050034

(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)

CAPFINANCIAL PARTNERS LLC

26-0058143

(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	NONE	43225	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	41096	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
(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.	
(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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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>KIRKWOOD HOLDING, INC. RETIREMENT SAVINGS TRUST AND PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;">B Three-digit plan number (PN) ►</td> <td style="width: 20%; padding: 5px; text-align: center;"><u>005</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>		B Three-digit plan number (PN) ►	<u>005</u>		
B Three-digit plan number (PN) ►	<u>005</u>					
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KIRKWOOD HOLDING, INC.</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;">D Employer Identification Number (EIN) <u>20-1657242</u></td> </tr> </table>		D Employer Identification Number (EIN) <u>20-1657242</u>			
D Employer Identification Number (EIN) <u>20-1657242</u>						

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	2023419533
(2) Participant contributions.....		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property)		1c(6)	
(7) Loans (other than to participants).....		1c(7)	
(8) Participant loans.....		1c(8)	234266253233
(9) Value of interest in common/collective trusts.....		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	
(11) Value of interest in master trust investment accounts.....		1c(11)	
(12) Value of interest in 103-12 investment entities		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	1916436915393834
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	77332867082746

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	27152155	22749346

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	27152155	22749346
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	259107	
(B) Participants	2a(1)(B)	725796	
(C) Others (including rollovers)	2a(1)(C)	679376	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1664279
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	11781	
(F) Other	2b(1)(F)	112301	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		124082
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	254360	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		254360
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-4010208
c Other income	2c		-3
d Total income. Add all income amounts in column (b) and enter total	2d		-1967490
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2491032	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2491032
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		12463
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	41011	
(3) Investment advisory and management fees	2i(3)	43225	
(4) Other	2i(4)	75	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		84311
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2587806
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-4555296
l Transfers of assets:			
(1) To this plan	2l(1)		152487
(2) From this plan	2l(2)		

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: MALONEY AND NOVOTNY, LLC

(2) EIN: 34-0677006

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		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		2000000
4e	X		2000000
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.			
4n			

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

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

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

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 KIRKWOOD HOLDING, INC. RETIREMENT SAVINGS TRUST AND PLAN		B Three-digit plan number (PN) ► 005
C Plan sponsor's name as shown on line 2a of Form 5500 KIRKWOOD HOLDING, INC.		D Employer Identification Number (EIN) 20-1657242
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....		☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?.....		☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....		☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....		☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:	14a		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....		14b	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			14c
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:			
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 _____

**KIRKWOOD HOLDING INC.
RETIREMENT SAVINGS TRUST AND PLAN**

FINANCIAL REPORT

DECEMBER 31, 2022 and 2021



KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN
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Independent Auditors' Report

Plan Administrator
Kirkwood Holding Inc.
Retirement Savings Trust and Plan
Cleveland, Ohio

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audits 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 ("GAAP").
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audits of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audits of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

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

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

Supplemental Schedule Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified 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).

Meloney + Novotny LLC

Cleveland, Ohio
October 11, 2023

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Registered investment companies	\$15,393,834	\$19,164,369
INVESTMENTS, AT CONTRACT VALUE		
Guaranteed investment contract	7,082,746	7,733,286
RECEIVABLES		
Employer contributions	19,533	20,234
Notes receivable from participants	253,233	234,266
Total receivables	<u>272,766</u>	<u>254,500</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$22,749,346</u>	<u>\$27,152,155</u>

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

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	\$ -	\$ 2,146,268
Interest and dividends	<u>366,661</u>	<u>338,433</u>
Total investment income	366,661	2,484,701
Interest income on notes receivable from participants	11,781	13,838
Contributions:		
Participants	725,796	645,276
Employer	259,107	228,019
Rollovers	<u>679,376</u>	<u>15,219</u>
Total contributions	<u>1,664,279</u>	<u>888,514</u>
Total additions	2,042,721	3,387,053
DEDUCTIONS		
Net depreciation in fair value of investments	4,010,211	-
Benefits paid directly to participants	2,491,032	2,179,218
Notes receivable from participants deemed distributed	12,463	8,724
Administrative fees	<u>84,311</u>	<u>88,820</u>
Total deductions	<u>6,598,017</u>	<u>2,276,762</u>
NET (DECREASE) INCREASE BEFORE TRANSFERS FROM ANOTHER PLAN	(4,555,296)	1,110,291
TRANSFERS FROM OTHER QUALIFIED PLAN	<u>152,487</u>	<u>244,992</u>
NET (DECREASE) INCREASE	(4,402,809)	1,355,283
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>27,152,155</u>	<u>25,796,872</u>
END OF YEAR	<u>\$22,749,346</u>	<u>\$27,152,155</u>

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

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Accounting Policies

Basis of Accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Investment Valuation and Income Recognition:

Prudential Retirement Insurance and Annuity Company served as the Custodian of the Plan and Prudential Bank & Trust, FSB was the Trustee for 2022 and 2021. On April 1, 2022, Empower Annuity Insurance Company of America acquired the full-service retirement business of Prudential Financial, Inc., including all shares of Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB. On October 3, 2022, Prudential Retirement Insurance and Annuity Company was renamed Empower Annuity Insurance Company ("Empower").

CapTrust Financial Advisors ("CapTrust") was hired as plan and investment advisors. CapTrust provides plan management with advisory services that are independent of the Plan's Custodian and Trustee.

The Plan's investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, Custodian and Trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of investments 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 or depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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 assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable From Participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 1. Summary of Accounting Policies (Continued)

Benefits Payments:

Benefits payments are recorded when paid.

Administrative Expenses:

All administrative expenses of the Plan are paid by Kirkwood Holding Inc. (the "Company") or the Plan at the option of the Company, or are offset with revenue sharing payments received by the Plan Trustee and recordkeeper from investment fund managers. Expenses offset with revenue sharing payments totaled \$21,724 and \$49,076 for the years ended December 31, 2022 and 2021, respectively. These amounts are recorded on a net basis within administrative fees. \$23,841 and \$-0- remain in the Plan's revenue sharing account at December 31, 2022 and 2021, respectively.

Subsequent Events:

The Plan has evaluated subsequent events and transactions for potential recognition and presentation through the date the financial statements were available to be issued, October 11, 2023.

Note 2. Plan Description

The following description only provides general information of the Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Effective February 1, 1989, Kirkwood Industries, Inc. established the Kirkwood Industries, Inc. Retirement Savings Trust and Plan. In 2005, the aforementioned plan was assigned to and assumed by the Company and was renamed Kirkwood Holding Inc. Retirement Savings Trust and Plan. The Plan provides participants or their beneficiaries with retirement and other benefits as described in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Participation:

Substantially all employees are eligible to participate in the Plan on the entry date following thirty days of continuous service. The entry date for the Plan is the next available payroll following the date a participant meets the eligibility requirements.

Administration:

Certain administrative functions of the Plan are performed by officers or employees of the Company or its affiliated companies. No such officer or employee receives compensation from the Plan.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Plan Description (Continued)

Contributions:

Participants may make pre-tax contributions of an amount they elect up to 100% of their eligible compensation, subject to certain Internal Revenue Service limitations. Participants may also elect to make after-tax Roth contributions to the Plan, subject to the same limitations. In addition, employees fifty years or older are eligible to make catch up contributions up to \$6,500 for 2022 and 2021. The Plan employs an automatic deferral format in which new employees are automatically enrolled when they become eligible. Unless otherwise directed by the participant, 3% of eligible earnings is withheld and invested in the Plan's qualified default investment alternative. The automatic deferral includes an escalation provision where a participant's deferral percentage increases on January 1 of each plan year as follows, unless the participant elects annually to opt out of this increase:

<u>Plan Year</u>	<u>Automatic Deferral Percentage</u>
1	3%
2	4%
3	5%
4	6%
5	7%
6	8%
7	9%
8	10%

The Company may make discretionary matching and profit sharing contributions to all active participants. The matching contributions were at a rate of 50% of each participant's 1% of deferral, with a maximum match of 3% for 2022 and 2021. For 2022 and 2021, the Company did not make a profit sharing contribution to the Plan. The matching and profit sharing contributions are subject to change at the discretion of the Company.

Participant Accounts:

The Plan maintains an individual account for each participant. This account is credited with the participants' voluntary contributions, Company contributions and related earnings and charged with an allocation of any expenses. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants elect to maintain their accounts in any combination of the eleven investment options. Separate accounting for each of the funds is made pursuant to the participant's designated election.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Plan Description (Continued)

Forfeited Accounts:

As of December 31, 2022 and 2021, forfeited non-vested accounts totaled \$28,416 and \$31,107, respectively. For 2022 and 2021, \$21,736 and \$-0-, respectively, of the forfeiture balance were applied to pay administrative expenses of the Plan.

Vesting:

Participants are at all times fully vested in their elective deferral contributions and earnings thereon. Participants vest in the Company contributions 20% each year starting with the second year of service until fully vested after six years, or in the event of death, disability or attaining early or normal retirement age as defined by the Plan.

Payment of Benefits:

A participant, upon retirement, termination or disability, or a participant's beneficiary, upon the participant's death, may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments. In the case of a severe financial hardship, the administrator, at its sole discretion, may approve the distribution of all or a portion of a participant's account, subject to certain restrictions. The Plan also provides for in-service distributions upon attaining age 59½.

Notes Receivable From Participants:

The Plan permits limited borrowing by a participant against the value of his or her account and repayments are made through payroll deductions under the Plan. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of the account balance or \$50,000. Only one loan per participant can be outstanding at any given time. Interest is charged based on the prevailing rate at the time of the loan. Repayments of principal and interest are credited to the participants' separate accounts within the funds as elected by the participants. Until such repayments are received, the notes receivable are accounted for in the participant loan fund.

Termination Provisions:

The Company anticipates that the Plan will continue indefinitely; however, the Company reserves the right to discontinue its contributions at any time and to terminate the Plan by an action of its Board of Directors, subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts. Any unallocated assets of the Plan at the time of termination would be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 3. Federal Income Tax Status

The Plan has adopted a prototype plan document. This plan document obtained its latest determination letter on December 4, 2020, in which the Internal Revenue Service ("IRS") stated that the document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2022, there are no uncertain positions taken or expected to be taken that would require such recognition or disclosure in the financial statements.

Note 4. Unaudited Information

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Custodian and Trustee have certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the statements of net assets available for benefits at December 31, 2022 and 2021, the supplemental schedule at December 31, 2022, the related investment and loan interest activity reflected in the statements of changes in net assets available for benefits for the years then ended and investment related information in the accompanying notes to the financial statements. This information is unaudited by independent accountants.

Note 5. Fair Value Measurements

The Plan estimates the fair value of financial instruments using available market information and other generally accepted valuation methodologies. The inputs used to measure fair value are classified into three levels:

- Level 1 – Quoted market prices in active markets for identical assets and liabilities
- Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3 – Unobservable inputs for which little or no market data exists

The following is a description of the valuation methodology used for assets of the Plan measured at fair value at December 31, 2022 and 2021:

- Registered investment companies: Valued based on their quoted market prices in active markets for identical investments and are classified as Level 1.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 5. Fair Value Measurements (Continued)

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

Note 6. Guaranteed Investment Contract

The Plan has a guaranteed investment contract with Empower which meets the fully benefit-responsive investment criteria and, therefore, is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contributions are maintained by Empower in a non-participating separate account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan regardless of the performance or market values of the securities in the separate account.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but is guaranteed to be no less than 1.5%. Such interest rates are reviewed on a semi-annual basis for resetting. The contract cannot be terminated before the scheduled maturity date.

The plan administrator does not believe that any events which would limit the ability of the Plan to transact at contract value with participants are probable of occurring. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Note 7. Transfers From Other Qualified Plans

The Plan accepts diversification from the Kirkwood Holding Inc. Employees' Stock Ownership Trust and Plan (the "ESOP") made at the direction of employees who have been participants in the ESOP for at least ten years and who have attained age 55. During the years ended December 31, 2022 and 2021, \$152,487 and \$244,992, respectively, were transferred into the Plan under elections made by participants.

Note 8. Risks and Uncertainties

The Plan holds various investment securities. Investment securities are exposed to various risks such as interest rates, 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 9. Party-in-Interest Transactions

Certain Plan investments are held in a guaranteed investment contract and registered investment companies of either Empower or Prudential Bank & Trust, FSB, Custodian and Trustee of the Plan, respectively, or their affiliates. In addition, administrative expenses were paid to Empower from the Plan during the years ended December 31, 2022 and 2021. Therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL SCHEDULE

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

EMPLOYER NO. 20-1657242

PLAN NO. 005

SCHEDULE H, LINE 4(i), SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

(a) (b) <u>Identity of Party</u>	(c) <u>Description of Investment</u>	Current (e) <u>Value</u>
<u>Registered Investment Companies</u>		
* PGIM Funds MFS Blackrock Funds American Funds MFS Principal Funds Delaware Funds Vanguard JP Morgan T Rowe Price	Total Return Bond R6	\$ 3,120,176
	MFS Value R6	2,397,694
	Appreciation K	2,175,878
	American Funds Europacific Growth R6	1,748,457
	MFS International Intrinsic Value R6	1,667,956
	Small Cap Growth I R6	960,318
	Small Cap Value R6	840,801
	500 Index Admiral	838,417
	Mid Cap Value R6	830,187
	Mid Cap Growth I	813,950
		<u>15,393,834</u>
<u>Guaranteed Investment Contract</u>		
* Empower Annuity Insurance Company	Principal Preservation Separate Account	7,082,746
<u>Other</u>		
* Participant Loans	Interest rates ranging from 4.25% to 6.50%	<u>253,233</u>
		<u><u>\$22,729,813</u></u>
* Represents a party-in-interest		

**KIRKWOOD HOLDING INC.
RETIREMENT SAVINGS TRUST AND PLAN**

FINANCIAL REPORT

DECEMBER 31, 2022 and 2021



KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN
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Independent Auditors' Report

Plan Administrator
Kirkwood Holding Inc.
Retirement Savings Trust and Plan
Cleveland, Ohio

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audits 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 ("GAAP").
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audits of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audits of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

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

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

Supplemental Schedule Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified 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).

Meloney + Novotny LLC

Cleveland, Ohio
October 11, 2023

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Registered investment companies	\$15,393,834	\$19,164,369
INVESTMENTS, AT CONTRACT VALUE		
Guaranteed investment contract	7,082,746	7,733,286
RECEIVABLES		
Employer contributions	19,533	20,234
Notes receivable from participants	253,233	234,266
Total receivables	<u>272,766</u>	<u>254,500</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$22,749,346</u>	<u>\$27,152,155</u>

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

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	\$ -	\$ 2,146,268
Interest and dividends	<u>366,661</u>	<u>338,433</u>
Total investment income	366,661	2,484,701
Interest income on notes receivable from participants	11,781	13,838
Contributions:		
Participants	725,796	645,276
Employer	259,107	228,019
Rollovers	<u>679,376</u>	<u>15,219</u>
Total contributions	<u>1,664,279</u>	<u>888,514</u>
Total additions	2,042,721	3,387,053
DEDUCTIONS		
Net depreciation in fair value of investments	4,010,211	-
Benefits paid directly to participants	2,491,032	2,179,218
Notes receivable from participants deemed distributed	12,463	8,724
Administrative fees	<u>84,311</u>	<u>88,820</u>
Total deductions	<u>6,598,017</u>	<u>2,276,762</u>
NET (DECREASE) INCREASE BEFORE TRANSFERS FROM ANOTHER PLAN	(4,555,296)	1,110,291
TRANSFERS FROM OTHER QUALIFIED PLAN	<u>152,487</u>	<u>244,992</u>
NET (DECREASE) INCREASE	(4,402,809)	1,355,283
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>27,152,155</u>	<u>25,796,872</u>
END OF YEAR	<u>\$22,749,346</u>	<u>\$27,152,155</u>

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

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Accounting Policies

Basis of Accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Investment Valuation and Income Recognition:

Prudential Retirement Insurance and Annuity Company served as the Custodian of the Plan and Prudential Bank & Trust, FSB was the Trustee for 2022 and 2021. On April 1, 2022, Empower Annuity Insurance Company of America acquired the full-service retirement business of Prudential Financial, Inc., including all shares of Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB. On October 3, 2022, Prudential Retirement Insurance and Annuity Company was renamed Empower Annuity Insurance Company ("Empower").

CapTrust Financial Advisors ("CapTrust") was hired as plan and investment advisors. CapTrust provides plan management with advisory services that are independent of the Plan's Custodian and Trustee.

The Plan's investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, Custodian and Trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of investments 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 or depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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 assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable From Participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 1. Summary of Accounting Policies (Continued)

Benefits Payments:

Benefits payments are recorded when paid.

Administrative Expenses:

All administrative expenses of the Plan are paid by Kirkwood Holding Inc. (the "Company") or the Plan at the option of the Company, or are offset with revenue sharing payments received by the Plan Trustee and recordkeeper from investment fund managers. Expenses offset with revenue sharing payments totaled \$21,724 and \$49,076 for the years ended December 31, 2022 and 2021, respectively. These amounts are recorded on a net basis within administrative fees. \$23,841 and \$-0- remain in the Plan's revenue sharing account at December 31, 2022 and 2021, respectively.

Subsequent Events:

The Plan has evaluated subsequent events and transactions for potential recognition and presentation through the date the financial statements were available to be issued, October 11, 2023.

Note 2. Plan Description

The following description only provides general information of the Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Effective February 1, 1989, Kirkwood Industries, Inc. established the Kirkwood Industries, Inc. Retirement Savings Trust and Plan. In 2005, the aforementioned plan was assigned to and assumed by the Company and was renamed Kirkwood Holding Inc. Retirement Savings Trust and Plan. The Plan provides participants or their beneficiaries with retirement and other benefits as described in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Participation:

Substantially all employees are eligible to participate in the Plan on the entry date following thirty days of continuous service. The entry date for the Plan is the next available payroll following the date a participant meets the eligibility requirements.

Administration:

Certain administrative functions of the Plan are performed by officers or employees of the Company or its affiliated companies. No such officer or employee receives compensation from the Plan.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Plan Description (Continued)

Contributions:

Participants may make pre-tax contributions of an amount they elect up to 100% of their eligible compensation, subject to certain Internal Revenue Service limitations. Participants may also elect to make after-tax Roth contributions to the Plan, subject to the same limitations. In addition, employees fifty years or older are eligible to make catch up contributions up to \$6,500 for 2022 and 2021. The Plan employs an automatic deferral format in which new employees are automatically enrolled when they become eligible. Unless otherwise directed by the participant, 3% of eligible earnings is withheld and invested in the Plan's qualified default investment alternative. The automatic deferral includes an escalation provision where a participant's deferral percentage increases on January 1 of each plan year as follows, unless the participant elects annually to opt out of this increase:

<u>Plan Year</u>	<u>Automatic Deferral Percentage</u>
1	3%
2	4%
3	5%
4	6%
5	7%
6	8%
7	9%
8	10%

The Company may make discretionary matching and profit sharing contributions to all active participants. The matching contributions were at a rate of 50% of each participant's 1% of deferral, with a maximum match of 3% for 2022 and 2021. For 2022 and 2021, the Company did not make a profit sharing contribution to the Plan. The matching and profit sharing contributions are subject to change at the discretion of the Company.

Participant Accounts:

The Plan maintains an individual account for each participant. This account is credited with the participants' voluntary contributions, Company contributions and related earnings and charged with an allocation of any expenses. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants elect to maintain their accounts in any combination of the eleven investment options. Separate accounting for each of the funds is made pursuant to the participant's designated election.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Plan Description (Continued)

Forfeited Accounts:

As of December 31, 2022 and 2021, forfeited non-vested accounts totaled \$28,416 and \$31,107, respectively. For 2022 and 2021, \$21,736 and \$-0-, respectively, of the forfeiture balance were applied to pay administrative expenses of the Plan.

Vesting:

Participants are at all times fully vested in their elective deferral contributions and earnings thereon. Participants vest in the Company contributions 20% each year starting with the second year of service until fully vested after six years, or in the event of death, disability or attaining early or normal retirement age as defined by the Plan.

Payment of Benefits:

A participant, upon retirement, termination or disability, or a participant's beneficiary, upon the participant's death, may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments. In the case of a severe financial hardship, the administrator, at its sole discretion, may approve the distribution of all or a portion of a participant's account, subject to certain restrictions. The Plan also provides for in-service distributions upon attaining age 59½.

Notes Receivable From Participants:

The Plan permits limited borrowing by a participant against the value of his or her account and repayments are made through payroll deductions under the Plan. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of the account balance or \$50,000. Only one loan per participant can be outstanding at any given time. Interest is charged based on the prevailing rate at the time of the loan. Repayments of principal and interest are credited to the participants' separate accounts within the funds as elected by the participants. Until such repayments are received, the notes receivable are accounted for in the participant loan fund.

Termination Provisions:

The Company anticipates that the Plan will continue indefinitely; however, the Company reserves the right to discontinue its contributions at any time and to terminate the Plan by an action of its Board of Directors, subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts. Any unallocated assets of the Plan at the time of termination would be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 3. Federal Income Tax Status

The Plan has adopted a prototype plan document. This plan document obtained its latest determination letter on December 4, 2020, in which the Internal Revenue Service ("IRS") stated that the document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2022, there are no uncertain positions taken or expected to be taken that would require such recognition or disclosure in the financial statements.

Note 4. Unaudited Information

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Custodian and Trustee have certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the statements of net assets available for benefits at December 31, 2022 and 2021, the supplemental schedule at December 31, 2022, the related investment and loan interest activity reflected in the statements of changes in net assets available for benefits for the years then ended and investment related information in the accompanying notes to the financial statements. This information is unaudited by independent accountants.

Note 5. Fair Value Measurements

The Plan estimates the fair value of financial instruments using available market information and other generally accepted valuation methodologies. The inputs used to measure fair value are classified into three levels:

- Level 1 – Quoted market prices in active markets for identical assets and liabilities
- Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3 – Unobservable inputs for which little or no market data exists

The following is a description of the valuation methodology used for assets of the Plan measured at fair value at December 31, 2022 and 2021:

- Registered investment companies: Valued based on their quoted market prices in active markets for identical investments and are classified as Level 1.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 5. Fair Value Measurements (Continued)

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

Note 6. Guaranteed Investment Contract

The Plan has a guaranteed investment contract with Empower which meets the fully benefit-responsive investment criteria and, therefore, is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contributions are maintained by Empower in a non-participating separate account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan regardless of the performance or market values of the securities in the separate account.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but is guaranteed to be no less than 1.5%. Such interest rates are reviewed on a semi-annual basis for resetting. The contract cannot be terminated before the scheduled maturity date.

The plan administrator does not believe that any events which would limit the ability of the Plan to transact at contract value with participants are probable of occurring. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Note 7. Transfers From Other Qualified Plans

The Plan accepts diversification from the Kirkwood Holding Inc. Employees' Stock Ownership Trust and Plan (the "ESOP") made at the direction of employees who have been participants in the ESOP for at least ten years and who have attained age 55. During the years ended December 31, 2022 and 2021, \$152,487 and \$244,992, respectively, were transferred into the Plan under elections made by participants.

Note 8. Risks and Uncertainties

The Plan holds various investment securities. Investment securities are exposed to various risks such as interest rates, 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 9. Party-in-Interest Transactions

Certain Plan investments are held in a guaranteed investment contract and registered investment companies of either Empower or Prudential Bank & Trust, FSB, Custodian and Trustee of the Plan, respectively, or their affiliates. In addition, administrative expenses were paid to Empower from the Plan during the years ended December 31, 2022 and 2021. Therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL SCHEDULE

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

EMPLOYER NO. 20-1657242

PLAN NO. 005

SCHEDULE H, LINE 4(i), SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

(a) (b) <u>Identity of Party</u>	(c) <u>Description of Investment</u>	Current (e) <u>Value</u>
<u>Registered Investment Companies</u>		
* PGIM Funds MFS Blackrock Funds American Funds MFS Principal Funds Delaware Funds Vanguard JP Morgan T Rowe Price	Total Return Bond R6	\$ 3,120,176
	MFS Value R6	2,397,694
	Appreciation K	2,175,878
	American Funds Europacific Growth R6	1,748,457
	MFS International Intrinsic Value R6	1,667,956
	Small Cap Growth I R6	960,318
	Small Cap Value R6	840,801
	500 Index Admiral	838,417
	Mid Cap Value R6	830,187
	Mid Cap Growth I	813,950
		<u>15,393,834</u>
<u>Guaranteed Investment Contract</u>		
* Empower Annuity Insurance Company	Principal Preservation Separate Account	7,082,746
<u>Other</u>		
* Participant Loans	Interest rates ranging from 4.25% to 6.50%	<u>253,233</u>
		<u><u>\$22,729,813</u></u>

* Represents a party-in-interest

**KIRKWOOD HOLDING INC.
RETIREMENT SAVINGS TRUST AND PLAN**

FINANCIAL REPORT

DECEMBER 31, 2022 and 2021



KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN
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Independent Auditors' Report

Plan Administrator
Kirkwood Holding Inc.
Retirement Savings Trust and Plan
Cleveland, Ohio

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditors' Responsibilities for the Audits 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 ("GAAP").
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audits of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audits of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

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

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

Supplemental Schedule Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified 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).

Meloney + Novotny LLC

Cleveland, Ohio
October 11, 2023

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
INVESTMENTS, AT FAIR VALUE		
Registered investment companies	\$15,393,834	\$19,164,369
INVESTMENTS, AT CONTRACT VALUE		
Guaranteed investment contract	7,082,746	7,733,286
RECEIVABLES		
Employer contributions	19,533	20,234
Notes receivable from participants	253,233	234,266
Total receivables	<u>272,766</u>	<u>254,500</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$22,749,346</u>	<u>\$27,152,155</u>

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

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Years Ended December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Investment income:		
Net appreciation in fair value of investments	\$ -	\$ 2,146,268
Interest and dividends	<u>366,661</u>	<u>338,433</u>
Total investment income	366,661	2,484,701
Interest income on notes receivable from participants	11,781	13,838
Contributions:		
Participants	725,796	645,276
Employer	259,107	228,019
Rollovers	<u>679,376</u>	<u>15,219</u>
Total contributions	<u>1,664,279</u>	<u>888,514</u>
Total additions	2,042,721	3,387,053
DEDUCTIONS		
Net depreciation in fair value of investments	4,010,211	-
Benefits paid directly to participants	2,491,032	2,179,218
Notes receivable from participants deemed distributed	12,463	8,724
Administrative fees	<u>84,311</u>	<u>88,820</u>
Total deductions	<u>6,598,017</u>	<u>2,276,762</u>
NET (DECREASE) INCREASE BEFORE TRANSFERS FROM ANOTHER PLAN	(4,555,296)	1,110,291
TRANSFERS FROM OTHER QUALIFIED PLAN	<u>152,487</u>	<u>244,992</u>
NET (DECREASE) INCREASE	(4,402,809)	1,355,283
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>27,152,155</u>	<u>25,796,872</u>
END OF YEAR	<u>\$22,749,346</u>	<u>\$27,152,155</u>

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

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Accounting Policies

Basis of Accounting:

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Investment Valuation and Income Recognition:

Prudential Retirement Insurance and Annuity Company served as the Custodian of the Plan and Prudential Bank & Trust, FSB was the Trustee for 2022 and 2021. On April 1, 2022, Empower Annuity Insurance Company of America acquired the full-service retirement business of Prudential Financial, Inc., including all shares of Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB. On October 3, 2022, Prudential Retirement Insurance and Annuity Company was renamed Empower Annuity Insurance Company ("Empower").

CapTrust Financial Advisors ("CapTrust") was hired as plan and investment advisors. CapTrust provides plan management with advisory services that are independent of the Plan's Custodian and Trustee.

The Plan's investments are reported at fair value (except for fully benefit-responsive investment contracts, which are reported at contract value). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors, Custodian and Trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of investments 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 or depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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 assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Notes Receivable From Participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 1. Summary of Accounting Policies (Continued)

Benefits Payments:

Benefits payments are recorded when paid.

Administrative Expenses:

All administrative expenses of the Plan are paid by Kirkwood Holding Inc. (the "Company") or the Plan at the option of the Company, or are offset with revenue sharing payments received by the Plan Trustee and recordkeeper from investment fund managers. Expenses offset with revenue sharing payments totaled \$21,724 and \$49,076 for the years ended December 31, 2022 and 2021, respectively. These amounts are recorded on a net basis within administrative fees. \$23,841 and \$0-remain in the Plan's revenue sharing account at December 31, 2022 and 2021, respectively.

Subsequent Events:

The Plan has evaluated subsequent events and transactions for potential recognition and presentation through the date the financial statements were available to be issued, October 11, 2023.

Note 2. Plan Description

The following description only provides general information of the Plan. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

Effective February 1, 1989, Kirkwood Industries, Inc. established the Kirkwood Industries, Inc. Retirement Savings Trust and Plan. In 2005, the aforementioned plan was assigned to and assumed by the Company and was renamed Kirkwood Holding Inc. Retirement Savings Trust and Plan. The Plan provides participants or their beneficiaries with retirement and other benefits as described in the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Participation:

Substantially all employees are eligible to participate in the Plan on the entry date following thirty days of continuous service. The entry date for the Plan is the next available payroll following the date a participant meets the eligibility requirements.

Administration:

Certain administrative functions of the Plan are performed by officers or employees of the Company or its affiliated companies. No such officer or employee receives compensation from the Plan.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Plan Description (Continued)

Contributions:

Participants may make pre-tax contributions of an amount they elect up to 100% of their eligible compensation, subject to certain Internal Revenue Service limitations. Participants may also elect to make after-tax Roth contributions to the Plan, subject to the same limitations. In addition, employees fifty years or older are eligible to make catch up contributions up to \$6,500 for 2022 and 2021. The Plan employs an automatic deferral format in which new employees are automatically enrolled when they become eligible. Unless otherwise directed by the participant, 3% of eligible earnings is withheld and invested in the Plan's qualified default investment alternative. The automatic deferral includes an escalation provision where a participant's deferral percentage increases on January 1 of each plan year as follows, unless the participant elects annually to opt out of this increase:

<u>Plan Year</u>	<u>Automatic Deferral Percentage</u>
1	3%
2	4%
3	5%
4	6%
5	7%
6	8%
7	9%
8	10%

The Company may make discretionary matching and profit sharing contributions to all active participants. The matching contributions were at a rate of 50% of each participant's 1% of deferral, with a maximum match of 3% for 2022 and 2021. For 2022 and 2021, the Company did not make a profit sharing contribution to the Plan. The matching and profit sharing contributions are subject to change at the discretion of the Company.

Participant Accounts:

The Plan maintains an individual account for each participant. This account is credited with the participants' voluntary contributions, Company contributions and related earnings and charged with an allocation of any expenses. Allocations are based on participant earnings, account balances or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants elect to maintain their accounts in any combination of the eleven investment options. Separate accounting for each of the funds is made pursuant to the participant's designated election.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 2. Plan Description (Continued)

Forfeited Accounts:

As of December 31, 2022 and 2021, forfeited non-vested accounts totaled \$28,416 and \$31,107, respectively. For 2022 and 2021, \$21,736 and \$-0-, respectively, of the forfeiture balance were applied to pay administrative expenses of the Plan.

Vesting:

Participants are at all times fully vested in their elective deferral contributions and earnings thereon. Participants vest in the Company contributions 20% each year starting with the second year of service until fully vested after six years, or in the event of death, disability or attaining early or normal retirement age as defined by the Plan.

Payment of Benefits:

A participant, upon retirement, termination or disability, or a participant's beneficiary, upon the participant's death, may elect to receive either a lump-sum amount equal to the value of his or her account or installment payments. In the case of a severe financial hardship, the administrator, at its sole discretion, may approve the distribution of all or a portion of a participant's account, subject to certain restrictions. The Plan also provides for in-service distributions upon attaining age 59½.

Notes Receivable From Participants:

The Plan permits limited borrowing by a participant against the value of his or her account and repayments are made through payroll deductions under the Plan. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50% of the account balance or \$50,000. Only one loan per participant can be outstanding at any given time. Interest is charged based on the prevailing rate at the time of the loan. Repayments of principal and interest are credited to the participants' separate accounts within the funds as elected by the participants. Until such repayments are received, the notes receivable are accounted for in the participant loan fund.

Termination Provisions:

The Company anticipates that the Plan will continue indefinitely; however, the Company reserves the right to discontinue its contributions at any time and to terminate the Plan by an action of its Board of Directors, subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts. Any unallocated assets of the Plan at the time of termination would be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 3. Federal Income Tax Status

The Plan has adopted a prototype plan document. This plan document obtained its latest determination letter on December 4, 2020, in which the Internal Revenue Service ("IRS") stated that the document, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan is qualified and the related trust is tax-exempt as of the financial statement date.

The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2022, there are no uncertain positions taken or expected to be taken that would require such recognition or disclosure in the financial statements.

Note 4. Unaudited Information

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the Custodian and Trustee have certified to the completeness and accuracy of all investments and notes receivable from participants reflected in the statements of net assets available for benefits at December 31, 2022 and 2021, the supplemental schedule at December 31, 2022, the related investment and loan interest activity reflected in the statements of changes in net assets available for benefits for the years then ended and investment related information in the accompanying notes to the financial statements. This information is unaudited by independent accountants.

Note 5. Fair Value Measurements

The Plan estimates the fair value of financial instruments using available market information and other generally accepted valuation methodologies. The inputs used to measure fair value are classified into three levels:

- Level 1 – Quoted market prices in active markets for identical assets and liabilities
- Level 2 – Observable market-based inputs or unobservable inputs that are corroborated by market data
- Level 3 – Unobservable inputs for which little or no market data exists

The following is a description of the valuation methodology used for assets of the Plan measured at fair value at December 31, 2022 and 2021:

- Registered investment companies: Valued based on their quoted market prices in active markets for identical investments and are classified as Level 1.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 5. Fair Value Measurements (Continued)

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

Note 6. Guaranteed Investment Contract

The Plan has a guaranteed investment contract with Empower which meets the fully benefit-responsive investment criteria and, therefore, is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contributions are maintained by Empower in a non-participating separate account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan regardless of the performance or market values of the securities in the separate account.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but is guaranteed to be no less than 1.5%. Such interest rates are reviewed on a semi-annual basis for resetting. The contract cannot be terminated before the scheduled maturity date.

The plan administrator does not believe that any events which would limit the ability of the Plan to transact at contract value with participants are probable of occurring. The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Note 7. Transfers From Other Qualified Plans

The Plan accepts diversification from the Kirkwood Holding Inc. Employees' Stock Ownership Trust and Plan (the "ESOP") made at the direction of employees who have been participants in the ESOP for at least ten years and who have attained age 55. During the years ended December 31, 2022 and 2021, \$152,487 and \$244,992, respectively, were transferred into the Plan under elections made by participants.

Note 8. Risks and Uncertainties

The Plan holds various investment securities. Investment securities are exposed to various risks such as interest rates, 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 participants' account balances and the amounts reported in the statement of net assets available for benefits.

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Note 9. Party-in-Interest Transactions

Certain Plan investments are held in a guaranteed investment contract and registered investment companies of either Empower or Prudential Bank & Trust, FSB, Custodian and Trustee of the Plan, respectively, or their affiliates. In addition, administrative expenses were paid to Empower from the Plan during the years ended December 31, 2022 and 2021. Therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL SCHEDULE

KIRKWOOD HOLDING INC. RETIREMENT SAVINGS TRUST AND PLAN

EMPLOYER NO. 20-1657242

PLAN NO. 005

SCHEDULE H, LINE 4(i), SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2022

(a) (b) <u>Identity of Party</u>	(c) <u>Description of Investment</u>	Current (e) <u>Value</u>
<u>Registered Investment Companies</u>		
* PGIM Funds MFS Blackrock Funds American Funds MFS Principal Funds Delaware Funds Vanguard JP Morgan T Rowe Price	Total Return Bond R6	\$ 3,120,176
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* Represents a party-in-interest		