

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
---	--	---

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 DAVERSA PARTNERS, INC. 401(K) PROFIT SHARING PLAN	1b Three-digit plan number (PN) ▶ 002
	1c Effective date of plan 01/01/1998
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) DAVERSA PARTNERS, INC. 55 GREENS FARMS RD 2ND FLOOR WESTPORT, CT 06880	2b Employer Identification Number (EIN) 06-1362061
	2c Plan Sponsor's telephone number 203-517-1160
	2d Business code (see instructions) 561110

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.	10/14/2023	AMY DOLAN SALVATORE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	226
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)	187
a(2) Total number of active participants at the end of the plan year		6a(2)	191
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	85
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	276
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	276
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	275
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	20
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: 3D 2E 2F 2G 2J 2K 2T 2A			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan DAVERSA PARTNERS, INC. 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 DAVERSA PARTNERS, INC.	D Employer Identification Number (EIN) 06-1362061	

Part I	Service Provider Information (see instructions)
--------	---

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	25194	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COHEN & STEERS RLTY - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EV SH DUR GOVT INC I - BNY MELLON 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FH IS HIGH YLD BD IS - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.05%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS SM/MD CAP GRTH IS - GOLDMAN SAC 13-5108880	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DEVELOP MKT Y - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIONEER STRAT INC Y - BNY MELLON I 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WA CORE BOND I - FRANKLIN TEMPLETO 94-3167260	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>DAVERSA PARTNERS, INC. 401(K) PROFIT SHARING PLAN</u>		B Three-digit plan number (PN) <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DAVERSA PARTNERS, INC.</u>		D Employer Identification Number (EIN) <u>06-1362061</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	205117	276332
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	1198	0
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	23176679	20939132
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	23382994	21215464

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	23382994	21215464
---	-----------	----------	----------

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)	1082829	
(B) Participants	2a(1)(B)	2372182	
(C) Others (including rollovers)	2a(1)(C)	113986	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3568997
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3680	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	99	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3779
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	612906	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		612906
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-4914757
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-729075
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1413261	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1413261
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	25194	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		25194
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1438455
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-2167530
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: MARCUM LLP

(2) EIN: 11-1986323

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		367561

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan DAVERSA PARTNERS, INC. 401(K) PROFIT SHARING PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 DAVERSA PARTNERS, INC.		D Employer Identification Number (EIN) 06-1362061
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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



October 13, 2023

To the Plan Administrator and the Investment Committee
Daversa Partners, Inc. 401(k) Profit Sharing Plan
55 Greens Farms Road
Westport, CT 06880

Re: Required Communications between Marcum and Those Charged with Governance

In accordance with auditing standards generally accepted in the United States of America ("GAAS"), Marcum LLP ("Marcum" or the "Firm"), as auditors of Daversa Partners Inc. 401(k) Profit Sharing Plan (the "Plan"), is required to determine that certain matters related to the conduct of our audit are communicated to the body or individuals (including management) charged with governance (hereafter referred to as the "Those Charged with Governance"). GAAS requires the auditor to ensure that Those Charged with Governance receive additional information regarding the scope and results of the audit that may assist them in overseeing the financial reporting and disclosure process, for which management is responsible.

1. The Auditors' Responsibility Under U.S. Generally Accepted Auditing Standards

Marcum is responsible to communicate the auditors' responsibilities under GAAS.

We have audited the financial statements of Daversa Partners Inc. 401(k) Profit Sharing 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) for the year ended December 31, 2022 and we issued our report thereon dated October 13, 2023. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or information related to assets held for investment of the Plan (investment information) by Fidelity Management Trust Company, the trustee, which is a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements and ERISA-required supplemental schedules, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the

United States of America ("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. Professional standards require that we provide you with information about our responsibilities under generally accepted auditing standards, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter dated June 5, 2023. Professional standards also require that we communicate to you the following information related to our audit.

Our responsibility, as prescribed by professional standards, is to plan and perform our audit to obtain reasonable, rather than absolute, assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, as part of our audit, we considered the internal control of the Plan solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

We are also responsible for communicating significant matters related to the audit that are, in our professional judgment, relevant to your responsibilities in overseeing the financial reporting process. However, we are not required to design procedures for the purpose of identifying other matters to communicate to you.

2. Other Information in Documents Containing Audited Financial Statements

Those Charged with Governance should be informed as to the auditors' responsibility for other information in documents containing audited financial statements, as well as any procedures performed and the results.

Our responsibility does not extend beyond the financial information identified in the audit report, and we are not required to perform any procedures to corroborate any other information in documents containing our audit report. However, we are required to read the other information included in the Plan's Form 5500 as prescribed by AU-C 720, "Other Information in Documents Containing Audited Financial Statements," and to conclude whether there is any material inconsistency or material misstatement with the information presented in the Plan's financial statements. With respect to our audit of the Plan's financial statements, we are aware of no such material inconsistencies or material misstatements included in the other information contained in the documents with the audited financial statements.

3. Planned Scope and Timing of the Audit

The auditor should communicate an overview of the planned scope and timing of the audit. This communication may assist Those Charged with Governance in better understanding the consequences of the auditor's work for their oversight activities, discussing with the auditor issues of risk and materiality, and identifying any areas in which they may request the auditor to undertake additional procedures. Such communication may also assist the auditor in better understanding the Plan and its environment. Nevertheless, the auditor maintains sole responsibility to determine the overall audit strategy and the audit plan, including the nature, timing and extent of procedures necessary to obtain sufficient appropriate audit evidence.

We conducted our audit consistent with the planned scope and timing we previously communicated to you. We would be pleased to meet with you to further discuss any of the following matters at your request:

- *The allocation of responsibilities between Those Charged with Governance and management.*
- *The Plan's objectives and strategies, and the related business risks that may result in material misstatements.*
- *Matters you have identified that warrant particular attention during the audit, and any areas where you request additional procedures to be undertaken.*
- *Significant communications with regulators.*
- *Other matters you believe are relevant to the audit of the financial statements.*
- *The attitudes, awareness, and actions of Those Charged with Governance concerning (a) the Plan's internal control and its importance in the Plan, including how Those Charged with Governance oversee the effectiveness of internal control and (b) the detection or the possibility of fraud.*
- *The actions of Those Charged with Governance in response to developments in financial reporting, laws, accounting standards, corporate governance practices, and other related matters.*
- *The actions of Those Charged with Governance in response to previous communications with the auditor.*

4. Qualitative Aspects of the Plan's Accounting Practices

The auditor should discuss the auditors' judgments about the quality, not just the acceptability, of the Plan's accounting principles as applied in its financial reporting, including the ramifications of alternative methods. The auditor should also discuss the initial selection of, and changes in, significant accounting policies, including the application of new accounting pronouncements. The discussion should be open and frank and generally should include such matters as consistency of the Plan's accounting policies and their application, and the clarity and completeness of the Plan's financial statements, which include related

disclosures. The discussion should include items that have a significant impact on the representational faithfulness, verifiability and neutrality of the accounting information included in the financial statements. Particular emphasis should be placed on those policies and principles that are deemed critical. Critical accounting policies are those that are the most important to the portrayal of the Plan's financial condition and results and require management's most difficult, subjective or complex judgments.

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by Daversa Partners Inc. 401(k) Plan are described in Note 2 to the financial statements. No new accounting policies were adopted and the application of existing policies was not changed during 2022. We noted no transactions entered into by the Plan during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

There are no specific matters that we believe should be communicated to you, other than the items noted below. However, we would be pleased to meet with you at your convenience to discuss your significant accounting policies. Since the primary responsibility for establishing the Plan's accounting principles rests with management, such a discussion should generally include the Plan's management as a participant.

CARES Act and Secure 2.0 Act of 2022

On March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") which included several relief provisions to tax qualified plans and their participants that were put into operation by the Plan at that time. Formal adoption of such provisions of the CARES Act provisions is required to occur on or before December 31, 2025.

Additionally, the Secure 2.0 Act of 2022 was signed into law on December 29, 2022. This legislation includes a vast array of provisional changes to retirement plans, becoming effective in 2023 and beyond. Plan management is evaluating the impact of the adoption and implementation of this legislation on the Plan.

5. Management Judgments and Significant Accounting Estimates

Those Charged with Governance should be informed about the process used by management in formulating particularly sensitive accounting estimates and about the basis for the auditor's conclusions regarding the reasonableness of those estimates. Accounting estimates are an integral part of the financial statements prepared by management and are based on management's current judgments. Those judgments are normally based on knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ markedly from management's current judgments.

The most sensitive accounting estimates affecting the financial statements are the valuation of investments in accordance with ASC 820 "Fair Value Measurements" (ASC 820). Note 3 to the financial statements provides adequate disclosure of the fair value measurements.

6. Financial Statement Disclosures

Those Charged with Governance should be informed about sensitive or otherwise significant financial statement disclosures. GAAP mandates many specific disclosures, and also requires that a complete set of financial statements include all other disclosure necessary to assure the financial statements are not misleading. The determination of appropriate disclosure requires significant judgment by management.

The most sensitive disclosures affecting the Plan's financial statements were contained in Note 2 – Summary of Significant Accounting Policies, Note 3 – Fair Value Measurements and Note 8 – Certification of Investments.

The financial statement disclosures are neutral, consistent and clear.

7. Significant Difficulties Encountered During the Audit

Serious difficulties encountered in dealing with management that related to the performance of the audit are required to be brought to the attention of Those Charged with Governance.

We encountered no significant difficulties in dealing with management relating to the performance of the audit.

8. Uncorrected and Corrected Misstatements

For purposes of this communication, professional standards require us to accumulate all known and likely misstatements identified during the audit, other than those that we believe are trivial, and communicate them to the appropriate level of management. Those Charged with Governance should be informed that all audit adjustments which have been recorded in the books and records have been reviewed and approved by management and have been reflected properly in the financial statements and footnotes. Those Charged with Governance should also be informed about uncorrected misstatements that management determined were not material to the financial statements, either individually or in the aggregate, to the financial statements taken as a whole. All corrected or uncorrected adjustments that either individually or in the aggregate appear to indicate a weakness in the financial reporting process or may indicate the potential for fraud should be discussed.

We did not identify any material misstatements as a result of our audit procedures that were recorded by management.

9. Disagreements with Management

For purposes of this letter, professional standards define a disagreement with management as a matter, whether or not resolved to our satisfaction, concerning a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, which could be significant to the Plan's financial statements or the auditors' report. However, a disagreement does not include a difference of opinion based on incomplete facts or preliminary information that is later resolved.

There were no such disagreements.

10. Representations Requested from Management

We are required to provide Those Charged with Governance an understanding of the representations that we are requesting from management.

See the attached copy of the representation letter from management.

11. Management Consultations with Other Accountants

When the auditor is aware that management has consulted with other accountants about significant accounting or auditing matters, the auditors' views about the subject of the consultation should be communicated to Those Charged with Governance.

To our knowledge, no such consultations were made by management.

12. Form 5500 Procedures

In accordance with AU-C 703, we are required to obtain and read a substantially complete draft of the Form 5500 prior to dating our auditors' report. The purpose of this procedure is to identify any material inconsistencies between the draft Form 5500 and the Plan's financial statements. We identified no material inconsistencies in performing and completing our audit.

13. Other Matters

Our responsibility for the ERISA-required supplemental schedules accompanying the financial statements is to perform adequate procedures to evaluate whether the form and content of the ERISA-required supplemental schedules, other than that agreed to or derived from the certified investment information, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and whether the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

14. Fraud or violations of Laws and Regulations

Those Charged with Governance should be adequately informed of fraud or violations of laws and regulations coming to the auditor's attention during the course of the audit.

There were no fraud or violations of laws and regulations that came to our attention during the course of our audit.

15. Communicating Internal Control and Reportable Finding Matters

Our consideration of internal control was for the limited purpose described in item # 1 above and would not necessarily identify all deficiencies in internal control that might be material weaknesses, significant deficiencies or reportable findings, and therefore, there can be no assurance that all material weaknesses, significant deficiencies or reportable findings have been identified.

A reportable finding exists when it is determined that the plan is not operating in accordance with the plan instrument or other specified criteria or indication of deficiencies in internal control identified during the audit that have not been communicated to management by other parties and that, in the auditors' professional judgment, are of sufficient importance to merit management's attention.

A control deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Plan's financial statements will not be prevented or detected and corrected on a timely basis.

A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance. We consider the following deficiencies in the Plan's internal control to be significant deficiencies and reportable findings:

- During the audit, we identified participant contribution remittances totaling \$294,091 that were not deposited timely in accordance with Department of Labor guidelines during the plan year ended December 31, 2022. The lost earnings related to \$26,935 of the 2022 plan year delinquent participant contributions identified were remitted to the Plan during the year ended December 31, 2023, while the lost earnings related to the remaining \$267,156 of the 2022 plan year delinquent participant contributions will be remitted subsequent to the issuance of the financial statements. We recommend that management enhance their controls to ensure that all participant contributions, including loan repayments, are remitted to the Plan in a timely manner.*

- *During the audit, we identified that in total, the participant contributions related to the March 28, 2022 payroll agreed to the participant contributions noted within the participant census file and the participants' account statements obtained directly from Fidelity. However, on March 28, 2022, an error occurred during the remittance of contributions to Fidelity where the dollar value associated with Roth contributions was swapped with the dollar value associated with pre-tax contributions when remitted into participants' accounts. The contributions were properly withheld in payroll; however, when the upload was made, the contributions columns were inadvertently switched. Management worked with Fidelity to remediate the issue in September 2023 by reversing the contributions to their proper classification. Because the adjustments to participants' accounts were not made until 2023, we recommend that management enhance their controls to ensure that participants' contributions are properly classified when remitted to the Plan.*

16. Independence

In order to issue an auditors' report, Marcum must be independent from the Plan in accordance with professional standards. The auditor may choose to communicate circumstances or relationships, such as financial interests, business or family relationships or nonaudit services provided or expected to be provided, that in the auditors' judgment may reasonably be thought to bear on independence, and that the auditor gave significant consideration to in reaching the conclusion that independence has not been impaired.

There are no matters identified that impair our independence.

This report is intended solely for the information and use of the individuals charged with governance, and management of the Plan and is not intended to be and should not be used by anyone other than these specified parties.

Very truly yours,

A handwritten signature in black ink that reads "Marcum LLP". The signature is written in a cursive, flowing style.

Marcum LLP

**Daversa Partners, Inc.
401(k) Profit Sharing Plan**

Marcum LLP
Accountants & Advisors
555 Long Wharf Drive, 8th Floor
New Haven, CT 06511

This representation letter is provided in connection with your audits of the financial statements of Daversa Partners, Inc. 401(k) Profit Sharing Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

We elected to have the audit of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. We acknowledge that the audit did 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, a qualified institution, that prepared and certified the investment information in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. We have determined that an ERISA Section 103(a)(3)(C) audit is permissible under the circumstances. We have also determined that the investment information is prepared and certified by a qualified institution as described by 29 CFR 2520.103-8, that the certification meets the requirements in 29 CFR 2520.103-5 and, that the certified investment information is appropriately measured, presented, and disclosed in accordance with accounting principles generally accepted in the United States of America.

The purpose of an ERISA Section 103(a)(3)(C) audit is to express an opinion on whether the amounts and disclosures in the 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 and that the assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the certified investment information.

We confirm that, to the best of our knowledge and belief, having made such inquiries as we considered necessary for the purpose of appropriately informing ourselves as of October 13, 2023:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated June 5, 2023, for the preparation and fair presentation of the financial statements (including disclosures) in accordance with U.S. GAAP.

Marcum LLP

Page 2

2. The financial statements referred to above are fairly presented in conformity with U.S. GAAP, the notes include all disclosures required by laws and regulations to which the Plan is subject, including the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and the supplemental schedules are fairly presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
3. We acknowledge our responsibility for administering the Plan and determining that the Plan's transactions that are presented and disclosed in the ERISA plan 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.
4. We acknowledge our election to have an ERISA Section 103(a)(3)(C) audit does not affect our responsibility for the financial statements and for determining the following:
 - a. The circumstances permit an ERISA Section 103(a)(3)(C) audit.
 - b. A qualified institution has prepared and certified the investment information as described in 29 CFR 2520.103-8.
 - c. The certification meets the 29 CFR 2520 103-5 requirements.
 - d. The certified investment information is appropriately measured, presented, and disclosed in accordance with U.S. GAAP.
5. We acknowledge our responsibility 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.
6. We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
7. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable. The methods and significant assumptions used to estimate fair values of financial instruments are described in Note 3 to the financial statements. The methods and significant assumptions used result in a measure of fair value appropriate for financial measurement and disclosure purposes.
8. We are responsible for the estimation methods and assumptions used in measuring assets and liabilities reported or disclosed at fair value, including information obtained from brokers, pricing services, or other third parties. Our valuation methodologies have been consistently applied from period to period. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with the requirements of Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurement*. In addition, our disclosures related to fair value measurements are consistent with the objectives outlined in FASB ASC 820.
9. Related party relationships and transactions have been appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.

Marcum LLP

Page 3

10. Transactions with *parties in interest*, as defined in Section 3(14) of the Employee Retirement Income Security Act of 1974 (ERISA) and regulations thereunder, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, and amounts receivable from, or payable to, related parties have been appropriately disclosed.
11. All events subsequent to the date of the financial statements and for which U.S. GAAP requires adjustment or disclosure have been adjusted or disclosed.
12. We understand that there are no uncorrected financial statement misstatements proposed by you during the audit.
13. We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements in accordance with U.S. GAAP, and we have not consulted a lawyer concerning litigation, claims, or assessments. Further, the Plan's sponsor has not engaged an attorney on behalf of the Plan.
14. We have no intentions to terminate the Plan.
15. Guarantees, whether written or oral, under which the plan is contingently liable to a bank or another lending institution have been properly recorded or disclosed in the financial statements.
16. We have properly reported and disclosed amendments to the Plan instrument, if any.

ERISA-Required Supplemental Schedules

17. We acknowledge our responsibility for the presentation of the ERISA-required supplemental schedules in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. We believe that the ERISA-required supplemental schedules, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Information Provided

18. We have provided you with:
 - a. access to all information, of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation, and other matters;
 - b. the most current plan instrument for the audit period, including all plan amendments;
 - c. a draft of the Form 5500 that is substantially complete;
 - d. additional information that you have requested from us for the purpose of the audits;

Marcum LLP

Page 4

- e. unrestricted access to persons within the Plan from whom you determined it necessary to obtain audit evidence; and
 - f. all minutes of the meetings of the Investment Committee or summaries of actions of recent meetings for which minutes have not yet been prepared.
19. All transactions have been recorded in the accounting records and are reflected in the financial statements.
20. Financial instruments with off-balance-sheet risk and financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.
21. The Plan or trust has satisfactory title to all owned assets that are recorded at fair value, and all liens, encumbrances, or security interest requiring disclosure in the financial statements have been properly disclosed.
22. We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
23. We have no knowledge of any fraud or suspected fraud that affects the Plan and involves:
- a. management,
 - b. employees who have significant roles in internal control, or
 - c. others when the fraud could have a material effect on the financial statements.
24. We have no knowledge of any allegations of fraud, or suspected fraud, affecting the Plan's financial statements communicated by employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.
25. We have disclosed to you all known instances of noncompliance (i.e., delinquent deposits of participant deductions) or suspected noncompliance with laws and regulations whose effects should be considered when preparing financial statements.
26. There are no other matters (for example, breach of fiduciary responsibilities, nonexempt transactions, loans or loans in default, or events that may jeopardize the tax status) that legal counsel have advised us must be disclosed.
27. We have disclosed to you the identity of the Plan's related parties and parties in interest and all the related party and party in interest relationships and transactions of which we are aware.
28. We have apprised you of all communications, whether written or oral, with regulatory

Marcum LLP

Page 5

29. agencies concerning the operation of the Plan.
30. There are no debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
31. All required filings with the appropriate agencies have been made.
32. The Plan (and the trust established under the Plan) is qualified under the appropriate section of the Internal Revenue Code and intends to continue as a qualified Plan (and trust). The Plan sponsor has operated the Plan and trust in a manner that did not jeopardize this tax status.
33. Except as disclosed in the Plan's financial statements, the Plan has complied with the Department of Labor's regulations concerning the timely remittance of participants' contributions to trusts containing assets for the Plan.
34. The Plan has complied with the fidelity bonding requirements of ERISA.
35. There are no:
 - a. *nonexempt party in interest transactions* (as defined in ERISA Section 406–408 and regulations thereunder) that were not disclosed in the supplemental schedules or financial statements.
 - b. investments in default or considered to be uncollectible that were not disclosed in the supplemental schedules.
 - c. *reportable transactions* (as defined in ERISA Section 103(b)(3)(H) and regulations under that section) that were not disclosed in the supplemental schedules.
36. Annually, the Company may make a discretionary matching employer contribution on behalf of eligible participants. There were no discretionary matching employer contributions made during the year ended December 31, 2022. In addition, the Company may decide to make a discretionary non-elective employer contribution to the Plan on behalf of eligible Participants. The discretionary non-elective employer contribution made during the year ended December 31, 2022 was \$1,409,013.
37. Management agrees with the fair value and contract value of the investments and accepts responsibility for their valuation. The methods and significant assumptions used to estimate fair values of financial instruments, including non-readily marketable securities, are as follows:
 - a. Investments valued at fair value of \$21,215,464 and \$23,381,796, as of December 31, 2022 and 2021, respectively, as provided by Fidelity Management Trust Company, the trustee of the Plan.

Marcum LLP

Page 6

38. You have provided us all the documents and records for both the current year and for prior years that are necessary to ensure that our books and records are complete.
39. Plan management has:
 - a. Made all management decisions and performed all management functions relating to the accounting services that you have provided.
 - b. Established and maintained internal controls including monitoring ongoing activities relating to the accounting services that you have provided.
 - c. Evaluating the adequacy and results of the accounting services performed and accepts responsibility for the results of the services that you have provided.
 - d. Designated a competent management level individual to oversee the services that you have provided.
40. Administrative expenses paid by the Plan sponsor on behalf of the Plan will not be reimbursed by the Plan.
41. We have obtained appropriate fee disclosures from covered service providers and have concluded the fees are reasonable. The Plan is in compliance with DOL regulations regarding ERISA Section 408(b)(2).
42. The Prototype Plan provider obtained its latest opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, we believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.
43. We have obtained the SOC 1 Report from the service organization. We have reviewed such report, including the complimentary user controls. We have implemented the relevant user controls, and they were in operation for the year ended December 31, 2022.
44. There are no material distributions that have been requested prior to the end of the plan year that have not been disbursed to participants.
45. We have performed an assessment of 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 for a reasonable period of time (defined as the time within one year after the date that the financial statements are issued, or available to be issued, where applicable). In assessing the appropriateness of the going concern basis for the Plan, we have taken into account all of the relevant information covering a reasonable period of time. We are not aware of any conditions or events beyond such reasonable period of time that may have an effect on the Plan's ability to continue as a going concern.

Marcum LLP

Page 7

46. Receivables recorded in the financial statements represent valid claims for transactions arising on or before the date of the statements of net assets available for benefits and have been reduced to their estimated net realizable value.
47. We have evaluated our tax positions in accordance with ASC 740 *Income Taxes*. Specifically, we have determined whether our tax positions would be sustained upon examination, including resolution of any related appeals or litigation, based on the technical merits of the positions (assuming the tax authority has full knowledge of all information) based upon a “more-likely-than-not” (MLTN) threshold. If this threshold is not met, none of the tax benefit provided by the position is reflected in the financial statements. For a tax position that meets the MLTN recognition threshold, the benefit is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Additionally, related interest and penalties, if any, have been recorded in accordance with ASC 740 *Income Taxes*.
48. We are aware of certain operational, plan document, or demographic issues that, if not properly corrected, could be treated by the IRS as qualification failures. We will be taking steps to correct these issues. If necessary, the tax qualification issues will be resolved directly with the IRS. Accordingly, we believe that the Plan will retain its tax-qualified status.
49. Forfeitures result from non-vested Company contributions remaining in the Plan for terminated employees. Forfeitures are available to first pay the Plan’s administrative expenses, and any remaining amounts will be used to reduce future Company contributions payable under the Plan. The forfeitures balance at December 31, 2022 and 2021 was \$83,828 and \$49,371, respectively.

Daversa Partners Inc. 401(k) Profit Sharing Plan

DocuSigned by:



Rick Martin, Chief Financial Officer

10/13/2023

Date

DocuSigned by:



Amy Dolan, Chief People Officer

10/13/2023

Date

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

**AS OF DECEMBER 31, 2022 AND 2021
AND FOR THE YEAR ENDED DECEMBER 31, 2022**

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

CONTENTS

Independent Auditors' Report.....	1-4
--	------------

Financial Statements

Statements of Net Assets Available for Benefits.....	5
Statement of Changes in Net Assets Available for Benefits.....	6

Notes to Financial Statements.....	7-16
---	-------------

Supplementary Information

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.....	17
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	18



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and the Investment Committee
Daversa Partners, Inc. 401(k) Profit Sharing Plan

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

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

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

Management has obtained a certification from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the financial statements section of our report. We are required to be independent of Daversa Partners, Inc. 401(k) Profit Sharing 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Daversa Partners, Inc. 401(k) Profit Sharing Plan's ability to continue as a going concern for a reasonable period of time (defined as the time within one year after the date that the financial statements are issued, or available to be issued, where applicable).

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 Daversa Partners, Inc. 401(k) Profit Sharing 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 Daversa Partners, Inc. 401(k) Profit Sharing Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

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

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

In our opinion:

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

Marcum LLP

New Haven, CT
October 13, 2023

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments		
Mutual funds	\$ 20,939,132	\$ 23,176,679
Money market fund	<u>276,332</u>	<u>205,117</u>
Total Investments	<u>21,215,464</u>	<u>23,381,796</u>
Receivables		
Notes receivable from participants	--	1,198
Participant contributions	35,248	40,690
Company contributions	<u>1,409,013</u>	<u>1,082,830</u>
Total Receivables	<u>1,444,261</u>	<u>1,124,718</u>
Net Assets Available for Benefits	<u><u>\$ 22,659,725</u></u>	<u><u>\$ 24,506,514</u></u>

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

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2022

Additions to Net Assets Attributed to:

Investment Income

Dividends and interest	\$ 616,272
------------------------	------------

Total Investment Income	<u>616,272</u>
--------------------------------	----------------

Interest Income on Notes Receivable from Participants	<u>99</u>
--	-----------

Contributions

Participant contributions	2,366,741
---------------------------	-----------

Company contributions	1,409,013
-----------------------	-----------

Rollover contributions	<u>113,986</u>
------------------------	----------------

Total Contributions	<u>3,889,740</u>
----------------------------	------------------

Total Additions	<u>4,506,111</u>
------------------------	------------------

Deductions from Net Assets Attributed to:

Net depreciation in fair value of investments	4,914,445
---	-----------

Benefits paid to participants	1,413,261
-------------------------------	-----------

Administrative expenses	<u>25,194</u>
-------------------------	---------------

Total Deductions	<u>6,352,900</u>
-------------------------	------------------

Net Change in Net Assets Available for Benefits	(1,846,789)
--	-------------

Net Assets Available for Benefits - Beginning	<u>24,506,514</u>
--	-------------------

Net Assets Available for Benefits - Ending	<u><u>\$ 22,659,725</u></u>
---	-----------------------------

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

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Daversa Partners, Inc. 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the Plan documents and any amendments for a more complete description of the Plan’s provisions.

GENERAL

The Plan is a defined contribution plan covering all employees of Daversa Partners, Inc. (the “Company”, “Plan Sponsor”, or “Employer”), except for employees covered by a collective bargaining agreement and nonresident aliens who do not receive any earned income from the Company. The Plan, which was adopted effective January 1, 1998 and most recently amended effective September 21, 2021, is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. The Investment Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan’s investment offerings and monitors investment performance. The plan administrator is responsible for the day-to-day management of the Plan. The Plan’s trustee is Fidelity Management Trust Company and the Plan’s record-keeper is Fidelity Investments (collectively, “Fidelity”).

On March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) which included several relief provisions to tax qualified plans and their participants that were put into operation by the Plan at that time. Formal adoption of such provisions of the CARES Act provisions is required to occur on or before December 31, 2025.

ELIGIBILITY

Employees are eligible to participate in the Plan if they have completed two months of service, and are age twenty-one or older (“Participants”). The Plan was amended effective July 1, 2021, whereby the service requirement decreased to two months of service. A Participant will enter into the Plan as of the date all eligibility requirements are met. Additionally, effective July 12, 2021, all newly eligible employees are automatically enrolled in the Plan at the contribution deferral rate of 6%, unless otherwise specified by the Participant.

PARTICIPANT CONTRIBUTIONS

Participants may contribute up to 100 percent of their eligible pre-tax or after-tax compensation, or up to the annual maximum dollar amount as prescribed by the Internal Revenue Code (IRC) (\$20,500 for 2022 and \$19,500 for 2021). Participants who have attained the age 50 before the end of the calendar year are eligible to make catch-up contributions as prescribed by the IRC (\$6,500 for 2022 and 2021). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan will not accept rollovers of after-tax employee contributions. Participants may change, on a prospective basis, their salary reduction agreements as of the first day of each month.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

COMPANY CONTRIBUTIONS

Annually, the Company may make a discretionary matching employer contribution on behalf of eligible Participants. An eligible Participant's allocable share of the discretionary matching employer contribution is equal to a percentage of the eligible contributions made by the Participant. The Company may limit the eligible contributions taken into account under the allocation formula to contributions up to a specified percentage of compensation or dollar amount or may provide for discretionary matching employer contribution to be made in a different ratio for eligible contributions above and below a specified percentage of compensation or dollar amount. There were no discretionary matching employer contributions made during the year ended December 31, 2022.

In addition, the Company may decide to make a discretionary non-elective employer contribution to the Plan on behalf of eligible Participants. The discretionary non-elective employer contribution is allocated first at the Company's discretion among the employee groups with the same allocation rate. The amount allocated to each such group shall then be allocated among the eligible Participants within such group in the ratio that each eligible Participant's compensation for the plan year bears to the total compensation paid to all eligible Participants within the group. The discretionary non-elective employer contribution made during the year ended December 31, 2022 was \$1,409,013.

PARTICIPANT ACCOUNTS

Participants direct their individual contributions to any of the various investment options offered by the Plan. Each participant's account is credited with the Participant's contribution, Company contributions, as well as allocations of the Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Company. 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.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions, plus actual earnings thereon upon entering the Plan. Vesting in the Company's discretionary matching employer contributions, and discretionary non-elective employer contributions of their accounts is based on years of service. A Participant's vested interest is based on a six year graded vesting schedule, as follows:

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

FORFEITURES

Forfeitures result from non-vested Company contributions remaining in the Plan for terminated employees. Forfeitures are available to first pay the Plan's administrative expenses, and any remaining amounts will be used to reduce future Company contributions payable under the Plan. The forfeitures balance at December 31, 2022 and 2021 was \$83,828 and \$49,371, respectively.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50 percent of the present value of their non-forfeitable accrued benefit. Note terms range from 1 to 5 years, or for a reasonable period as determined by the Investment Committee in excess of 5 years when the note proceeds are used for the purchase of a primary residence (i.e., the repayment period may not extend beyond 10 years from the date of the loan). Plan provisions require that notes shall be adequately secured, bear a reasonable rate of interest, and that payments of principal and interest should be made at least quarterly. Participant may have two loans outstanding at any given time. The interest rate on outstanding loans at December 31, 2021 was 4.25%. There are no outstanding loans at December 31, 2022. Principal and interest is paid ratably through payroll deductions.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

BENEFITS PAID TO PARTICIPANTS

Upon termination of service due to death, disability, retirement, or for other reasons, a Participant may receive a lump-sum amount equal to the vested value of the Participant's account, installment payments, or an annuity payment.

At age 59½, Participants are entitled to receive a distribution of all or any portion of their vested account balances. Additional in-service withdrawals of vested amounts attributable to Company contributions maintained in a Participant's account are also permitted under the Plan.

The Plan allows for hardship withdrawals, as specified within the Plan document. Hardship withdrawals are permitted only from a Participant's deferral contributions account.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments of the Plan are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). See Note 3 for additional discussion of fair value of investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net depreciation in the fair value of investments includes the Plan's gains and losses (realized and unrealized) on investments bought and sold, as well as, held during the year.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires the Plan's management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are stated at their outstanding balances, plus accrued and unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a Participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

CONTRIBUTIONS

Participant contributions to the Plan via salary reduction are recorded in the period in which the employee payroll deductions are made.

ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Personnel and facilities of the Company have been used by the Plan for its accounting and other activities at no charge to the Plan. Fees related to the administration of notes receivable from participants are charged directly to the Participant's account and are included in administrative expenses. Investment related expenses are included in net depreciation of fair value of investments.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The plan also considers nonperformance risk in the overall assessment of fair value. See Note 2 and below for the basis of the Plan's fair value of investments.

The three levels of the fair value hierarchy under are as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability.
- Level 2 inputs include the following:
- Quoted prices for similar assets or liabilities in active markets
 - Quoted prices for identical or similar assets or liabilities in markets that are not active
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

Money Market Fund: Stated at fair value, which equals the quoted market price on the last business day of the plan year.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 20,939,132	\$ --	\$ --	\$ 20,939,132
Money market fund	<u>276,332</u>	<u>--</u>	<u>--</u>	<u>276,332</u>
Total Assets at Fair Value	<u>\$ 21,215,464</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 21,215,464</u>

Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 23,176,679	\$ --	\$ --	\$ 23,176,679
Money market fund	<u>205,117</u>	<u>--</u>	<u>--</u>	<u>205,117</u>
Total Assets at Fair Value	<u>\$ 23,381,796</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 23,381,796</u>

NOTE 4 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, Participants will become 100 percent vested in their Company contributions, plus actual earnings thereon. The assets available after the payment of any Plan expenses shall be distributed to the Participants in accordance with the value of their accounts as of the date of termination.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 5 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities that are exposed to various risks such as interest rate, market and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. 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 statements of net assets available for benefits.

NOTE 6 – INCOME TAX STATUS

The underlying prototype plan has received an opinion letter from the Internal Revenue Service (the "IRS") dated June 30, 2020 stating that the written form of the underlying prototype document is qualified under Section 401(a) of the IRC. Any employer adopting this form of the plan will be considered to have a plan qualified under this section of the IRC. Therefore, the Plan and related trust is tax-exempt. Once qualified, the Plan is required to operate in compliance with the IRC. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related trust is tax-exempt. The Plan was subsequently amended. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods pending or in progress.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Section 3(14) of ERISA defined a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. The Plan's investments are held and managed by Fidelity, a party-in-interest as defined by ERISA. The Plan also makes loans to Participants who are parties-in-interest. In addition, the Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 8 – INFORMATION CERTIFIED BY TRUSTEE

Certain information disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net depreciation in fair value of investments, dividends and interest and interest income on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity. This information has not been audited by the Plan's independent auditors.

NOTE 9 – DELINQUENT PARTICIPANT CONTRIBUTIONS

The Company identified participant contributions that were not timely remitted to the Plan in compliance with Department of Labor guidelines in the amount of \$294,091 and \$73,470 for the years ended December 31, 2022 and 2021, respectively. Lost earnings related to \$26,935 of the 2022 plan year delinquent participant contributions identified were remitted to the Plan during the year ended December 31, 2023, while lost earnings related to the remaining \$267,156 of the 2022 plan year delinquent participant contributions will be remitted subsequent to the issuance of the financial statements. Lost earnings related to the 2021 plan year were remitted to the Plan during the year ended December 31, 2022. All participant contributions that the Company has identified as late are included on the schedule of delinquent participant contributions in the supplemental schedules to the financial statements.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as presented in the accompanying financial statements at December 31, 2022 and 2021, to the Form 5500.

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 22,659,725	\$ 24,506,514
Less: Participant contribution receivable	(35,248)	(40,690)
Less: Company contribution receivable	<u>(1,409,013)</u>	<u>(1,082,830)</u>
Net assets available for benefits per the Form 5500	<u>\$ 21,215,464</u>	<u>\$ 23,382,994</u>

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of the net decrease in net assets available for benefits as presented in the accompanying financial statements for the year ended December 31, 2022 to the Form 5500.

Net decrease per the statement of changes in net assets available for benefits	\$ (1,846,789)
Add: Prior year Participant contribution receivable	40,690
Add: Prior year Company contribution receivable	1,082,830
Less: Current year Participant contribution receivable	(35,248)
Less: Current year Company contribution receivable	<u>(1,409,013)</u>
 Net decrease per the Form 5500	 <u><u>\$ (2,167,530)</u></u>

NOTE 11 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 13, 2023, the date upon which the accompanying financial statements were available to be issued. Except as noted below, there were no other events identified requiring recognition or disclosure in the financial statements.

The Secure 2.0 Act of 2022 was signed into law on December 29, 2022. This legislation includes a vast array of provisional changes to retirement plans, becoming effective in 2023 and beyond. Plan management is evaluating the impact of the adoption and implementation of this legislation on the Plan.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

**SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS**

FOR THE YEAR ENDED DECEMBER 31, 2022

EIN: 06-1362061

P/N: 002

Participant Contributions and/or Loan Repayments Transferred Late to Plan	Check here if Late Participant Loan Repayments are included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP* and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction in VFCP*	
Paycheck Date:					
01/15/21		\$ --	\$ 32,760	\$ --	\$ --
11/19/21	X	--	20	--	--
12/10/21		--	6,486	--	--
12/31/21		--	34,204	--	--
01/21/22		267,156	--		
02/04/22		--	108	--	--
04/22/22	X	--	23,227	--	--
09/09/22		--	74	--	--
10/07/22		--	92	--	--
10/14/22		--	3,434	--	--
		<u>\$ 267,156</u>	<u>\$ 100,405</u>	<u>\$ --</u>	<u>\$ --</u>

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

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

DECEMBER 31, 2022

EIN: 06-1362061

P/N: 002

P/N: 002		(c)			
(b)		Description of Investments Including		(e)	
(a)	Identity of Issuer, Borrower, Lessor or Similar Party	Rate of Interest, Maturity Date, Collateral, Par or Maturity Value	(d) Cost	Current Value	
Mutual Funds					
*	Fidelity Freedom Index 2060 Fund Institutional Premium Class	286,886 (shares)	**	\$	3,941,807
*	Fidelity Freedom Index 2040 Fund Institutional Premium Class	119,040 (shares)	**		2,257,000
*	Fidelity Freedom Index 2055 Fund Institutional Premium Class	126,064 (shares)	**		2,046,012
*	Fidelity Freedom Index 2050 Fund Institutional Premium Class	85,604 (shares)	**		1,688,120
	T.Rowe Price Blue Chip Growth I Fund	15,601 (shares)	**		1,621,251
	JPMorgan Equity Income Class R6	61,876 (shares)	**		1,396,552
	Undiscovered Managers Behavioral Value Class R6	14,701 (shares)	**		1,114,061
*	Fidelity Freedom Index 2025 Fund Institutional Premium Class	63,155 (shares)	**		1,004,789
*	Fidelity Freedom Index 2045 Fund Institutional Premium Class	38,453 (shares)	**		757,139
	Goldman Sachs Small/Mid Cap Growth Institutional Class	30,299 (shares)	**		581,429
	First Eagle Oversea Class R6	24,414 (shares)	**		561,999
*	Fidelity Advisor Health Care Class Z	7,873 (shares)	**		505,931
*	Fidelity Freedom Index 2030 Fund Institutional Premium Class	27,543 (shares)	**		462,722
*	Fidelity 500 Index	3,395 (shares)	**		452,002
	PIMCO Income Fund Institutional Class	39,103 (shares)	**		404,719
	Invesco Developing Markets Class Y	9,656 (shares)	**		337,583
*	Fidelity Mid Cap Index	12,055 (shares)	**		312,467
	Federated Hermes Institutional High Yield Bond IS	34,781 (shares)	**		289,034
	Cohen & Steers Realty Shares Class L	4,489 (shares)	**		262,456
*	Fidelity Freedom Index 2065 Fund Institutional Premium Class	15,930 (shares)	**		176,985
	PIMCO International Bond (USD-Hdg) Instl	18,133 (shares)	**		168,636
	Eaton Vance Short Duration Government Income Class I	13,821 (shares)	**		103,518
*	Fidelity Freedom Index 2035 Fund Institutional Premium Class	5,437 (shares)	**		101,772
	Western Asset Core Bond I	9,562 (shares)	**		101,166
*	Fidelity SM Cap Index	4,347 (shares)	**		94,324
	PGIM Jennison International Opportunities Fund - Class R6	2,872 (shares)	**		68,034
*	Fidelity Inflation-Protected Bond Index	7,209 (shares)	**		65,030
	American Funds Europacific Growth R6	653 (shares)	**		32,025
*	Fidelity Freedom Index 2005 Fund Institutional Premium Class	2,070 (shares)	**		24,720
*	Fidelity Freedom Index 2020 Fund Institutional Premium Class	280 (shares)	**		3,953
*	Fidelity Freedom Index Income Fund Institutional Premium Class	174 (shares)	**		1,896
Total Mutual Funds					20,939,132
Money Market Fund					
*	Fidelity Government Money Market Class R6	276,332 (shares)	**		276,332
					\$ 21,215,464

* Represents a party-in-interest as defined by ERISA.

** Participant directed investments, cost information is not required.

See independent auditors' report.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTARY INFORMATION**

**AS OF DECEMBER 31, 2022 AND 2021
AND FOR THE YEAR ENDED DECEMBER 31, 2022**

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

CONTENTS

Independent Auditors' Report.....	1-4
--	------------

Financial Statements

Statements of Net Assets Available for Benefits.....	5
Statement of Changes in Net Assets Available for Benefits.....	6

Notes to Financial Statements.....	7-16
---	-------------

Supplementary Information

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.....	17
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	18



INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and the Investment Committee
Daversa Partners, Inc. 401(k) Profit Sharing Plan

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

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

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

Management has obtained a certification from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- the information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the financial statements section of our report. We are required to be independent of Daversa Partners, Inc. 401(k) Profit Sharing 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Daversa Partners, Inc. 401(k) Profit Sharing Plan's ability to continue as a going concern for a reasonable period of time (defined as the time within one year after the date that the financial statements are issued, or available to be issued, where applicable).

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- 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 Daversa Partners, Inc. 401(k) Profit Sharing 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 Daversa Partners, Inc. 401(k) Profit Sharing Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters

Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

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

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

In our opinion:

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

Marcum LLP

New Haven, CT
October 13, 2023

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments		
Mutual funds	\$ 20,939,132	\$ 23,176,679
Money market fund	<u>276,332</u>	<u>205,117</u>
Total Investments	<u>21,215,464</u>	<u>23,381,796</u>
Receivables		
Notes receivable from participants	--	1,198
Participant contributions	35,248	40,690
Company contributions	<u>1,409,013</u>	<u>1,082,830</u>
Total Receivables	<u>1,444,261</u>	<u>1,124,718</u>
Net Assets Available for Benefits	<u><u>\$ 22,659,725</u></u>	<u><u>\$ 24,506,514</u></u>

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

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2022

Additions to Net Assets Attributed to:

Investment Income

Dividends and interest	\$ 616,272
------------------------	------------

Total Investment Income	<u>616,272</u>
--------------------------------	----------------

Interest Income on Notes Receivable from Participants	<u>99</u>
--	-----------

Contributions

Participant contributions	2,366,741
---------------------------	-----------

Company contributions	1,409,013
-----------------------	-----------

Rollover contributions	<u>113,986</u>
------------------------	----------------

Total Contributions	<u>3,889,740</u>
----------------------------	------------------

Total Additions	<u>4,506,111</u>
------------------------	------------------

Deductions from Net Assets Attributed to:

Net depreciation in fair value of investments	4,914,445
---	-----------

Benefits paid to participants	1,413,261
-------------------------------	-----------

Administrative expenses	<u>25,194</u>
-------------------------	---------------

Total Deductions	<u>6,352,900</u>
-------------------------	------------------

Net Change in Net Assets Available for Benefits	(1,846,789)
--	-------------

Net Assets Available for Benefits - Beginning	<u>24,506,514</u>
--	-------------------

Net Assets Available for Benefits - Ending	<u><u>\$ 22,659,725</u></u>
---	-----------------------------

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

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Daversa Partners, Inc. 401(k) Profit Sharing Plan (the “Plan”) provides only general information. Participants should refer to the Plan documents and any amendments for a more complete description of the Plan’s provisions.

GENERAL

The Plan is a defined contribution plan covering all employees of Daversa Partners, Inc. (the “Company”, “Plan Sponsor”, or “Employer”), except for employees covered by a collective bargaining agreement and nonresident aliens who do not receive any earned income from the Company. The Plan, which was adopted effective January 1, 1998 and most recently amended effective September 21, 2021, is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”), as amended. The Investment Committee is responsible for oversight of the Plan, determines the appropriateness of the Plan’s investment offerings and monitors investment performance. The plan administrator is responsible for the day-to-day management of the Plan. The Plan’s trustee is Fidelity Management Trust Company and the Plan’s record-keeper is Fidelity Investments (collectively, “Fidelity”).

On March 27, 2020, Congress passed the Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”) which included several relief provisions to tax qualified plans and their participants that were put into operation by the Plan at that time. Formal adoption of such provisions of the CARES Act provisions is required to occur on or before December 31, 2025.

ELIGIBILITY

Employees are eligible to participate in the Plan if they have completed two months of service, and are age twenty-one or older (“Participants”). The Plan was amended effective July 1, 2021, whereby the service requirement decreased to two months of service. A Participant will enter into the Plan as of the date all eligibility requirements are met. Additionally, effective July 12, 2021, all newly eligible employees are automatically enrolled in the Plan at the contribution deferral rate of 6%, unless otherwise specified by the Participant.

PARTICIPANT CONTRIBUTIONS

Participants may contribute up to 100 percent of their eligible pre-tax or after-tax compensation, or up to the annual maximum dollar amount as prescribed by the Internal Revenue Code (IRC) (\$20,500 for 2022 and \$19,500 for 2021). Participants who have attained the age 50 before the end of the calendar year are eligible to make catch-up contributions as prescribed by the IRC (\$6,500 for 2022 and 2021). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan will not accept rollovers of after-tax employee contributions. Participants may change, on a prospective basis, their salary reduction agreements as of the first day of each month.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

COMPANY CONTRIBUTIONS

Annually, the Company may make a discretionary matching employer contribution on behalf of eligible Participants. An eligible Participant's allocable share of the discretionary matching employer contribution is equal to a percentage of the eligible contributions made by the Participant. The Company may limit the eligible contributions taken into account under the allocation formula to contributions up to a specified percentage of compensation or dollar amount or may provide for discretionary matching employer contribution to be made in a different ratio for eligible contributions above and below a specified percentage of compensation or dollar amount. There were no discretionary matching employer contributions made during the year ended December 31, 2022.

In addition, the Company may decide to make a discretionary non-elective employer contribution to the Plan on behalf of eligible Participants. The discretionary non-elective employer contribution is allocated first at the Company's discretion among the employee groups with the same allocation rate. The amount allocated to each such group shall then be allocated among the eligible Participants within such group in the ratio that each eligible Participant's compensation for the plan year bears to the total compensation paid to all eligible Participants within the group. The discretionary non-elective employer contribution made during the year ended December 31, 2022 was \$1,409,013.

PARTICIPANT ACCOUNTS

Participants direct their individual contributions to any of the various investment options offered by the Plan. Each participant's account is credited with the Participant's contribution, Company contributions, as well as allocations of the Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Company. 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.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

VESTING

Participants are immediately vested in their contributions, plus actual earnings thereon upon entering the Plan. Vesting in the Company's discretionary matching employer contributions, and discretionary non-elective employer contributions of their accounts is based on years of service. A Participant's vested interest is based on a six year graded vesting schedule, as follows:

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

FORFEITURES

Forfeitures result from non-vested Company contributions remaining in the Plan for terminated employees. Forfeitures are available to first pay the Plan's administrative expenses, and any remaining amounts will be used to reduce future Company contributions payable under the Plan. The forfeitures balance at December 31, 2022 and 2021 was \$83,828 and \$49,371, respectively.

NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50 percent of the present value of their non-forfeitable accrued benefit. Note terms range from 1 to 5 years, or for a reasonable period as determined by the Investment Committee in excess of 5 years when the note proceeds are used for the purchase of a primary residence (i.e., the repayment period may not extend beyond 10 years from the date of the loan). Plan provisions require that notes shall be adequately secured, bear a reasonable rate of interest, and that payments of principal and interest should be made at least quarterly. Participant may have two loans outstanding at any given time. The interest rate on outstanding loans at December 31, 2021 was 4.25%. There are no outstanding loans at December 31, 2022. Principal and interest is paid ratably through payroll deductions.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

BENEFITS PAID TO PARTICIPANTS

Upon termination of service due to death, disability, retirement, or for other reasons, a Participant may receive a lump-sum amount equal to the vested value of the Participant's account, installment payments, or an annuity payment.

At age 59½, Participants are entitled to receive a distribution of all or any portion of their vested account balances. Additional in-service withdrawals of vested amounts attributable to Company contributions maintained in a Participant's account are also permitted under the Plan.

The Plan allows for hardship withdrawals, as specified within the Plan document. Hardship withdrawals are permitted only from a Participant's deferral contributions account.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements of the Plan are prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments of the Plan are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). See Note 3 for additional discussion of fair value of investments.

Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis. Net depreciation in the fair value of investments includes the Plan's gains and losses (realized and unrealized) on investments bought and sold, as well as, held during the year.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

USE OF ESTIMATES

The preparation of financial statements in conformity with GAAP requires the Plan's management to make significant estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the changes in net assets available for benefits during the reporting period and, when applicable, disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are stated at their outstanding balances, plus accrued and unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. If a Participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

CONTRIBUTIONS

Participant contributions to the Plan via salary reduction are recorded in the period in which the employee payroll deductions are made.

ADMINISTRATIVE EXPENSES

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Personnel and facilities of the Company have been used by the Plan for its accounting and other activities at no charge to the Plan. Fees related to the administration of notes receivable from participants are charged directly to the Participant's account and are included in administrative expenses. Investment related expenses are included in net depreciation of fair value of investments.

PAYMENT OF BENEFITS

Benefits are recorded when paid.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques used need to maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The plan also considers nonperformance risk in the overall assessment of fair value. See Note 2 and below for the basis of the Plan's fair value of investments.

The three levels of the fair value hierarchy under are as follows:

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

Level 2: Inputs other than quoted prices in active markets for identical assets and liabilities that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 2 inputs include the following:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in markets that are not active
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

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

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 3 – FAIR VALUE MEASUREMENTS (CONTINUED)

Money Market Fund: Stated at fair value, which equals the quoted market price on the last business day of the plan year.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2022 and 2021:

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 20,939,132	\$ --	\$ --	\$ 20,939,132
Money market fund	<u>276,332</u>	<u>--</u>	<u>--</u>	<u>276,332</u>
Total Assets at Fair Value	<u>\$ 21,215,464</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 21,215,464</u>

Assets at Fair Value as of December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 23,176,679	\$ --	\$ --	\$ 23,176,679
Money market fund	<u>205,117</u>	<u>--</u>	<u>--</u>	<u>205,117</u>
Total Assets at Fair Value	<u>\$ 23,381,796</u>	<u>\$ --</u>	<u>\$ --</u>	<u>\$ 23,381,796</u>

NOTE 4 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, Participants will become 100 percent vested in their Company contributions, plus actual earnings thereon. The assets available after the payment of any Plan expenses shall be distributed to the Participants in accordance with the value of their accounts as of the date of termination.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 5 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities that are exposed to various risks such as interest rate, market and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. 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 statements of net assets available for benefits.

NOTE 6 – INCOME TAX STATUS

The underlying prototype plan has received an opinion letter from the Internal Revenue Service (the "IRS") dated June 30, 2020 stating that the written form of the underlying prototype document is qualified under Section 401(a) of the IRC. Any employer adopting this form of the plan will be considered to have a plan qualified under this section of the IRC. Therefore, the Plan and related trust is tax-exempt. Once qualified, the Plan is required to operate in compliance with the IRC. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes the Plan is qualified and the related trust is tax-exempt. The Plan was subsequently amended. However, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however there are currently no audits for any tax periods pending or in progress.

NOTE 7 – PARTY-IN-INTEREST TRANSACTIONS

Section 3(14) of ERISA defined a party-in-interest to include, among others, fiduciaries or employees of the Plan, any person who provides services to the Plan or an employer whose employees are covered by the Plan. The Plan's investments are held and managed by Fidelity, a party-in-interest as defined by ERISA. The Plan also makes loans to Participants who are parties-in-interest. In addition, the Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 8 – INFORMATION CERTIFIED BY TRUSTEE

Certain information disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net depreciation in fair value of investments, dividends and interest and interest income on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity. This information has not been audited by the Plan's independent auditors.

NOTE 9 – DELINQUENT PARTICIPANT CONTRIBUTIONS

The Company identified participant contributions that were not timely remitted to the Plan in compliance with Department of Labor guidelines in the amount of \$294,091 and \$73,470 for the years ended December 31, 2022 and 2021, respectively. Lost earnings related to \$26,935 of the 2022 plan year delinquent participant contributions identified were remitted to the Plan during the year ended December 31, 2023, while lost earnings related to the remaining \$267,156 of the 2022 plan year delinquent participant contributions will be remitted subsequent to the issuance of the financial statements. Lost earnings related to the 2021 plan year were remitted to the Plan during the year ended December 31, 2022. All participant contributions that the Company has identified as late are included on the schedule of delinquent participant contributions in the supplemental schedules to the financial statements.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as presented in the accompanying financial statements at December 31, 2022 and 2021, to the Form 5500.

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 22,659,725	\$ 24,506,514
Less: Participant contribution receivable	(35,248)	(40,690)
Less: Company contribution receivable	<u>(1,409,013)</u>	<u>(1,082,830)</u>
Net assets available for benefits per the Form 5500	<u>\$ 21,215,464</u>	<u>\$ 23,382,994</u>

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of the net decrease in net assets available for benefits as presented in the accompanying financial statements for the year ended December 31, 2022 to the Form 5500.

Net decrease per the statement of changes in net assets available for benefits	\$ (1,846,789)
Add: Prior year Participant contribution receivable	40,690
Add: Prior year Company contribution receivable	1,082,830
Less: Current year Participant contribution receivable	(35,248)
Less: Current year Company contribution receivable	<u>(1,409,013)</u>
 Net decrease per the Form 5500	 <u><u>\$ (2,167,530)</u></u>

NOTE 11 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 13, 2023, the date upon which the accompanying financial statements were available to be issued. Except as noted below, there were no other events identified requiring recognition or disclosure in the financial statements.

The Secure 2.0 Act of 2022 was signed into law on December 29, 2022. This legislation includes a vast array of provisional changes to retirement plans, becoming effective in 2023 and beyond. Plan management is evaluating the impact of the adoption and implementation of this legislation on the Plan.

**DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN**

**SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT
PARTICIPANT CONTRIBUTIONS**

FOR THE YEAR ENDED DECEMBER 31, 2022

EIN: 06-1362061

P/N: 002

Participant Contributions and/or Loan Repayments Transferred Late to Plan	Check here if Late Participant Loan Repayments are included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP* and PTE 2002-51
		Contributions Not Corrected	Contributions Corrected Outside VFCP*	Contributions Pending Correction in VFCP*	
Paycheck Date:					
01/15/21		\$ --	\$ 32,760	\$ --	\$ --
11/19/21	X	--	20	--	--
12/10/21		--	6,486	--	--
12/31/21		--	34,204	--	--
01/21/22		267,156	--		
02/04/22		--	108	--	--
04/22/22	X	--	23,227	--	--
09/09/22		--	74	--	--
10/07/22		--	92	--	--
10/14/22		--	3,434	--	--
		<u>\$ 267,156</u>	<u>\$ 100,405</u>	<u>\$ --</u>	<u>\$ --</u>

* Voluntary Fiduciary Correction Program (DOL)

See independent auditors' report.

DAVERSA PARTNERS, INC.
401(k) PROFIT SHARING PLAN

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

DECEMBER 31, 2022

EIN: 06-1362061

P/N: 002

P/N: 002		(c)			
(b)		Description of Investments Including		(e)	
(a)	Identity of Issuer, Borrower, Lessor or Similar Party	Rate of Interest, Maturity Date, Collateral, Par or Maturity Value	(d) Cost	Current Value	
Mutual Funds					
*	Fidelity Freedom Index 2060 Fund Institutional Premium Class	286,886 (shares)	**	\$	3,941,807
*	Fidelity Freedom Index 2040 Fund Institutional Premium Class	119,040 (shares)	**		2,257,000
*	Fidelity Freedom Index 2055 Fund Institutional Premium Class	126,064 (shares)	**		2,046,012
*	Fidelity Freedom Index 2050 Fund Institutional Premium Class	85,604 (shares)	**		1,688,120
	T.Rowe Price Blue Chip Growth I Fund	15,601 (shares)	**		1,621,251
	JPMorgan Equity Income Class R6	61,876 (shares)	**		1,396,552
	Undiscovered Managers Behavioral Value Class R6	14,701 (shares)	**		1,114,061
*	Fidelity Freedom Index 2025 Fund Institutional Premium Class	63,155 (shares)	**		1,004,789
*	Fidelity Freedom Index 2045 Fund Institutional Premium Class	38,453 (shares)	**		757,139
	Goldman Sachs Small/Mid Cap Growth Institutional Class	30,299 (shares)	**		581,429
	First Eagle Oversea Class R6	24,414 (shares)	**		561,999
*	Fidelity Advisor Health Care Class Z	7,873 (shares)	**		505,931
*	Fidelity Freedom Index 2030 Fund Institutional Premium Class	27,543 (shares)	**		462,722
*	Fidelity 500 Index	3,395 (shares)	**		452,002
	PIMCO Income Fund Institutional Class	39,103 (shares)	**		404,719
	Invesco Developing Markets Class Y	9,656 (shares)	**		337,583
*	Fidelity Mid Cap Index	12,055 (shares)	**		312,467
	Federated Hermes Institutional High Yield Bond IS	34,781 (shares)	**		289,034
	Cohen & Steers Realty Shares Class L	4,489 (shares)	**		262,456
*	Fidelity Freedom Index 2065 Fund Institutional Premium Class	15,930 (shares)	**		176,985
	PIMCO International Bond (USD-Hdg) Instl	18,133 (shares)	**		168,636
	Eaton Vance Short Duration Government Income Class I	13,821 (shares)	**		103,518
*	Fidelity Freedom Index 2035 Fund Institutional Premium Class	5,437 (shares)	**		101,772
	Western Asset Core Bond I	9,562 (shares)	**		101,166
*	Fidelity SM Cap Index	4,347 (shares)	**		94,324
	PGIM Jennison International Opportunities Fund - Class R6	2,872 (shares)	**		68,034
*	Fidelity Inflation-Protected Bond Index	7,209 (shares)	**		65,030
	American Funds Europacific Growth R6	653 (shares)	**		32,025
*	Fidelity Freedom Index 2005 Fund Institutional Premium Class	2,070 (shares)	**		24,720
*	Fidelity Freedom Index 2020 Fund Institutional Premium Class	280 (shares)	**		3,953
*	Fidelity Freedom Index Income Fund Institutional Premium Class	174 (shares)	**		1,896
Total Mutual Funds					20,939,132
Money Market Fund					
*	Fidelity Government Money Market Class R6	276,332 (shares)	**		276,332
					\$ 21,215,464

* Represents a party-in-interest as defined by ERISA.

** Participant directed investments, cost information is not required.

See independent auditors' report.