

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

Part II Basic Plan Information —enter all requested information		
1a Name of plan <u>SWOON GROUP, LLC RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>SWOON GROUP, LLC</u> <u>300 S. WACKER DRIVE</u> <u>SUITE 300</u> <u>CHICAGO, IL 60606</u>		
1c Effective date of plan <u>01/01/2013</u>		
2b Employer Identification Number (EIN) <u>27-0610400</u>		
2c Plan Sponsor's telephone number <u>312-450-8700</u>		
2d Business code (see instructions) <u>561300</u>		

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2023	MIRANDA SULLIVAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 420
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) 346
a(2) Total number of active participants at the end of the plan year		6a(2) 387
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 101
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 488
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 488
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 245
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2A 2E 2F 2G 2J 2K 2T 3B 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A Name of plan SWOON GROUP, LLC RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SWOON GROUP, LLC	D Employer Identification Number (EIN) 27-0610400

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

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

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

MMA SECURITIES

PO BOX 9497
NEW YORK, NY 10087

(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?
25	INVESTMENT ADVISOR	20055	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

SHORE TOMPKINS ACTUARIAL RESOURCES

2 NORTH RIVERSIDE PLAZA
SUITE 1230
CHICAGO, IL 60606

20-1694816

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMIN	2400	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CAPITAL RESEARCH AND MANAGEMENT CO

333 SOUTH HOPE STREET
LOS ANGELES, CA 90071

20-3691658

(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?
64	RECORDKEEPER	725	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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>SWOON GROUP, LLC RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SWOON GROUP, LLC</u>	D Employer Identification Number (EIN) <u>27-0610400</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	8149	23676
(2) Participant contributions.....	1b(2)	28727	37039
(3) Other.....	1b(3)	0	15022
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred.....	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred.....	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests.....	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants).....	1c(7)	13488	14020
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	4446781	5217845
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4497145	5307602

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	3036	86043
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3036	86043

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4494109	5221559
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	438620	
(B) Participants	2a(1)(B)	1332793	
(C) Others (including rollovers)	2a(1)(C)	178691	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1950104
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	567	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		567
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	305027	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		305027
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1160966
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1094732
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	343487	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		343487
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		840
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	22955	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		22955
j Total expenses. Add all expense amounts in column (b) and enter total	2j		367282
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		727450
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **CJBS, LLC**

(2) EIN: **36-3524803**

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		202547

	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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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 SWOON GROUP, LLC RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 SWOON GROUP, LLC		D Employer Identification Number (EIN) 27-0610400
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 20-3691658		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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



SWOON GROUP, LLC RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

SWOON GROUP, LLC RETIREMENT PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
The Swoon Group, LLC Retirement Plan

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

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

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

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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.

CJBS, LLC

2100 Sanders Road, Suite 200, Northbrook, Illinois 60062-6141 • p. 847-945-2888 • f. 847-945-9512

www.cjbs.com

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 the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

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

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

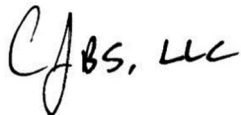
Supplemental Schedules Required by ERISA

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



CJBS, LLC
Northbrook, IL

October 13, 2023

SWOON GROUP, LLC RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2022 AND 2021

ASSETS

	<u>2022</u>	<u>2021</u>
Participant-Directed Investments:		
Investments at Fair Value	\$ 5,217,845	\$ 4,446,781
Receivables:		
Employers' Contribution	23,676	8,149
Participant Contributions	37,039	28,727
Other Receivables	15,022	-
Note Receivable from Participant	14,020	13,488
Total Receivables	89,757	50,364
TOTAL ASSETS	5,307,602	4,497,145

LIABILITIES

Excess Contribution Payable	86,043	-
Accrued Expenses	-	3,036
TOTAL LIABILITIES	86,043	3,036
NET ASSETS AVAILABLE FOR BENEFITS	\$ 5,221,559	\$ 4,494,109

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

SWOON GROUP, LLC RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Additions to Net Assets Attributed to:		
Investment Income		
Interest and Dividends	\$ 305,027	\$ 209,859
Net Appreciation (Depreciation) in Fair Value of Investments	(1,160,966)	354,202
Total Investment Income	(855,939)	564,061
Contributions		
Participants	1,332,793	806,958
Employers	438,620	275,799
Rollovers	178,691	16,778
Total Contributions	1,950,104	1,099,535
Other Additions		
Interest on Notes Receivable from Participants	567	1,095
TOTAL ADDITIONS	1,094,732	1,664,691
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	343,487	281,761
Loan Balance Distributed	840	3,039
Administrative Expenses	22,955	6,829
TOTAL DEDUCTIONS	367,282	291,629
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	727,450	1,373,062
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	4,494,109	3,121,047
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 5,221,559</u>	<u>\$ 4,494,109</u>

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

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A – DESCRIPTION OF PLAN

The following description of the Swoon Group, LLC Retirement Plan (the "Plan") has been obtained from the Plan document and provides only general information. Participants should refer to the Plan document and summary plan description for further details of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible Swoon Group, LLC's (the Company) employees. The Plan became effective on January 1, 2013, and subsequently has been amended and restated to comply with the current legislative and regulatory changes. The last amendment to the Plan was effective January 1, 2021. Two employers under common control initially sponsored the Plan. Effective January 1, 2019, the Company assumed sponsorship of the Plan and changed the Plan's name from "Swoon and NextGen Retirement Plan" to "Swoon Retirement Plan" and subsequently renamed it to "Swoon Group, LLC Retirement Plan." The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Plan elected to implement certain provisions of the Setting Every Community Up for Retirement Enhancement Act of 2019 (the SECURE Act), which changed the Plan to, among others, delay the commencement date for required minimum distributions. Also, the Plan elected to implement certain provisions of the Coronavirus Aid, Relief, and Economic Security ("CARES Act") of 2020. The CARES Act included several relief provisions available to tax-qualified retirement plans and their participants only for a limited duration of time. These provisions include, among other things, special COVID-19 related distributions of up to \$100,000, increasing the maximum amount of Plan loans to participants to \$100,000, deferring payments on certain Plan loans through December 31, 2020, and suspending required minimum distributions for the year ended December 31, 2020. Plans were permitted to adopt the provisions of SECURE Act and CARES Act according to the applicable effective dates outlined in those Acts, provided the Plan document is retroactively amended on or before December 31, 2025.

Eligibility

Employees are eligible to participate in the Plan at age 21, after completing a minimum service period of six months and at least 1,000 hours of service for six consecutive months. Participants who have completed twelve consecutive months of service beginning their date of hire are eligible to receive matching contributions.

Contributions

Each year, participants may contribute up to 100% of annual pretax compensation, as defined in the Plan and limited to the maximum amount allowable under the IRS. Effective January 1, 2021, the Plan allows elective deferral contributions to be made as Roth contributions (after-tax basis). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan does not have auto-enrollment provisions. Participants direct the investment of their contributions into various investment options offered by the Plan.

For each pay period that a participant makes contributions to the Plan, the Company makes a matching contribution. Matching provisions for participants are 50 percent of the participant's contribution up to 6 percent of eligible compensation for such pay period, calculated on a per-check basis. Additional profit-sharing amounts may be contributed at the option of the Company's board of directors. During the year ended December 31, 2022 and 2021, the Company did not make profit-sharing contributions to the Plan.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A – DESCRIPTION OF PLAN (continued)

Participant Accounts

Each participant's account is credited with (i) the participant's contribution, (ii) the Company's contribution, and (iii) the participant's account earnings. Each participant's account is charged with (i) withdrawals and (ii) an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the participant's vested account balance.

Vesting

Participants are vested immediately in their contributions, rollover contributions, and actual earnings thereon. Vesting in the Company's matching contributions, discretionary contributions, and actual earnings thereon is based on years of continuous service. A participant becomes fully vested in the Company's matching and discretionary contributions after six years of service (three years of service after January 1, 2021) or retirement, permanent disability, or death.

The participant's vesting in the Company's contribution portion of their accounts is determined under the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentage Prior to January 1, 2021</u>	<u>Vested Percentage Effective January 1, 2021</u>
Less than 2	0%	0%
2	20%	0%
3	40%	100%
4	60%	
5	80%	
6	100%	

Forfeitures

Forfeitures serve to restore forfeitures or reduce future contributions from the Company or to pay Plan expenses. As of December 31, 2022 and 2021, the forfeitures account balances were \$51,430 and \$34,468, respectively. During the year ended December 31, 2022, the Plan used \$5,000 from forfeited balances to pay expenses. During the year ended December 31, 2021, the forfeited balances were not used. If a participant is not rehired by the Company and does not make a withdrawal, the nonvested accounts will be forfeited after five years or upon a total distribution if earlier. A participant who takes a total distribution and is subsequently rehired by the Company within five years has the option of repaying to the Plan within five years of the reemployment date, cash in one lump-sum equal to the full amount received from the Plan at termination. If such repayment is made, the Company will restore the amounts previously forfeited to the participant's account.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A – DESCRIPTION OF PLAN (continued)

Note Receivable from Participants

Participants may borrow from their accounts the lesser of \$50,000 or 50 percent of the participant pretax contributions and the employer matching contributions. There is a minimum note receivable amount of \$1,000. The maximum number of loans outstanding at any one time is one. Notes receivable are collateralized by the participant's account and bear interest at rates as determined by the Plan administrator. Notes receivable are generally repayable within five years. Longer notes receivable are available for the purchase of a primary residence. Principal and interest payments are made through payroll deductions. Loan fees may be charged against the Account of the Participant to whom the loan is granted, and the Plan Administrator may adopt any administrative rules or procedures that it deems necessary or appropriate with respect to the granting and administering of loans.

Payment of Benefits

Distributions are payable upon retirement, age 59½, death, disability, or termination of service. Payment of participant's vested account for any reason other than death may start as soon as administratively feasible with a final payment made consisting of any allocations occurring after termination of employment. The account is payable, in cash, in one lump sum payment. Distributions on account of death are paid by December 31 of the calendar year containing the fifth anniversary of the death except when the spouse is the sole primary beneficiary and may make a different election to receive distributions.

Vested account balances less than \$5,000 are subject to immediate payment in a lump sum upon termination. While the account and timing of payments will vary depending on the option selected, the total payment will have the same dollar value equivalent to the value of the participant's account at retirement. Terminated participants with balances under \$5,000, subject to immediate payment in a lump sum were approximate \$56,000 and \$70,000 as of December 31, 2022 and 2021, respectively.

Hardship Withdrawals

Participants may request that all or a portion of their accounts be distributed in the case of severe financial hardship, as defined in the Plan document. The Company may approve any such hardship withdrawals if the participant has an immediate and heavy financial need and lack other available resources.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE B – SUMMARY OF 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).

Use of Estimates

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

Risks and Uncertainties

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by investment advisers, custodians, and insurance companies. See note F for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but 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 or 2021.

Payment of Benefits

Benefits are recorded when paid.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. 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 appreciation of fair value of investments.

NOTE C – CERTIFIED INVESTMENTS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held as of December 31, 2022 and 2021, and net appreciation in fair value of investments, interest and dividends for the years ended December 31, 2022 and 2021, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Capital Bank and Trust Company (the trustee of the Plan).

NOTE D – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan assets are in investment funds managed by Capital Bank and Trust Company on behalf of American Funds, part of Capital Group (the custodians). Capital Bank and Trust Company is the Plan's trustee; American Funds, through FAScore, LLC (marketed under the brand name "Empower Institutional"), is the Plan's record-keeper; therefore, these transactions qualify as party-in-interest transactions under ERISA guidelines.

Participants covered under the Plan are considered to be parties in interest. Participant loans in the amount of \$14,020 and \$13,488 at December 31, 2022 and 2021, respectively, are considered to be party-in-interest investments.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE E – FAIR VALUE MEASUREMENTS

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

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

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 SEC. 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.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE E – FAIR VALUE MEASUREMENTS (continued)

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

	<u>Assets at Fair Value at December 31, 2022</u>			<u>Total Fair Value</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds	<u>\$ 5,217,845</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,217,845</u>

	<u>Assets at Fair Value at December 31, 2021</u>			<u>Total Fair Value</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds	<u>\$ 4,446,781</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,446,781</u>

NOTE F – TAX STATUS

The Plan is a preapproved plan that received a favorable advisory letter from the Internal Revenue Service (IRS), which stated that the Plan, as then designed, complied with the applicable requirements of the Internal Revenue Code (IRC). The Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt as of December 31, 2022 and 2021, respectively. The Plan has not individually sought its own determination letter.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 in progress.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE G – PLAN TERMINATION

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

NOTE H– SUBSEQUENT EVENTS

In December 2022, the Secure 2.0 Act of 2022 (SECURE 2.0) was signed into United States of America law as part of the Consolidated Appropriations Act, 2023. It contained provisions affecting 401(k) plans. The Organization is in the process of assessing SECURE 2.0 and determining the necessary amendments to the Plan, if any.

The management of the Plan has evaluated events subsequent to the statement of net assets available for benefits date of December 31, 2022, through October 13, 2023, the date the financial statements were available to be issued. It has concluded that there are no other effects that provide additional evidence about conditions that existed at the statement of net assets available for benefits date that require recognition in the financial statements or related note disclosures in accordance with FASB ASC 855, *Subsequent Events*.

SUPPLEMENTARY INFORMATION

SWOON GROUP, LLC RETIREMENT PLAN

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

DECEMBER 31 2022

EIN: 27-0610241

Plan Number: 001

		Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value		
(a)	Identity of Issue, Borrower, Lessor, or Similar Party (b)	(c)	Cost (d)	Current Value (e)
*	American Funds 2010 Target Date Fund R6	Mutual Fund	^	\$ 61,943
*	American Funds 2020 Target Date Fund R6	Mutual Fund	^	2,581
*	American Funds 2025 Target Date Fund R6	Mutual Fund	^	167,413
*	American Funds 2030 Target Date Fund R6	Mutual Fund	^	197,149
*	American Funds 2035 Target Date Fund R6	Mutual Fund	^	167,766
*	American Funds 2040 Target Date Fund R6	Mutual Fund	^	720,093
*	American Funds 2045 Target Date Fund R6	Mutual Fund	^	624,158
*	American Funds 2050 Target Date Fund R6	Mutual Fund	^	895,968
*	American Funds 2055 Target Date Fund R6	Mutual Fund	^	1,165,665
*	American Funds 2060 Target Date Fund R6	Mutual Fund	^	324,109
*	American Funds 2065 Target date Fund R6	Mutual Fund	^	134,423
*	American Funds Bond Fund of Amer R6	Mutual Fund	^	44,453
*	American Funds Capital World Bond R6	Mutual Fund	^	21,909
*	American Funds EuroPacific Gr R6	Mutual Fund	^	40,023
*	American Funds Growth Fund of Amer R6	Mutual Fund	^	138,408
*	American Funds SMALLCAP World R6	Mutual Fund	^	75,421
*	American Funds US Govt Money Market Fund R3	Mutual Fund	^	51,430
*	American Funds US Govt Money Market R6	Mutual Fund	^	9,466
	Fidelity 500 Index	Mutual Fund	^	288,706
	Franklin Small Cap Value R6	Mutual Fund	^	17,704
	Victory Sycamore Established Value R6	Mutual Fund	^	69,057
		Interest rates ranging from 4.50% to 7.25% and due at various dates through October 2025		
*	Notes Receivable from participants		0	14,020
		Total		<u>\$ 5,231,865</u>

* These investments are considered "parties-in-interest" as defined by ERISA.

^ Costs are being omitted per ERISA guidelines, due to the fact that this is a participant-directed plan.

See auditor's report on supplementary information.

SWOON GROUP, LLC RETIREMENT PLAN

SCHEDULE H, LINE 4a - DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31 2022

EIN: 27-0610241
Plan Number: 001

Participant Contributions Transferred Late to plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Late Participant Loan Repayments are included: <u> X </u>	Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2021 Contributions	\$ 47,073			
2022 Contributions	\$ 155,474			

* The late contributions were deposited to the Plan
pending correction for lost earnings estimated under \$1000

See auditor's report on supplementary information.



SWOON GROUP, LLC RETIREMENT PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

SWOON GROUP, LLC RETIREMENT PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee of
The Swoon Group, LLC Retirement Plan

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

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

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

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. 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.

CJBS, LLC

2100 Sanders Road, Suite 200, Northbrook, Illinois 60062-6141 • p. 847-945-2888 • f. 847-945-9512

www.cjbs.com

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 the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

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

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

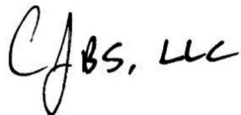
Supplemental Schedules Required by ERISA

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



CJBS, LLC
Northbrook, IL

October 13, 2023

SWOON GROUP, LLC RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2022 AND 2021

ASSETS

	<u>2022</u>	<u>2021</u>
Participant-Directed Investments:		
Investments at Fair Value	<u>\$ 5,217,845</u>	<u>\$ 4,446,781</u>
Receivables:		
Employers' Contribution	23,676	8,149
Participant Contributions	37,039	28,727
Other Receivables	15,022	-
Note Receivable from Participant	<u>14,020</u>	<u>13,488</u>
Total Receivables	<u>89,757</u>	<u>50,364</u>
TOTAL ASSETS	<u>5,307,602</u>	<u>4,497,145</u>

LIABILITIES

Excess Contribution Payable	86,043	-
Accrued Expenses	<u>-</u>	<u>3,036</u>
TOTAL LIABILITIES	<u>86,043</u>	<u>3,036</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 5,221,559</u></u>	<u><u>\$ 4,494,109</u></u>

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

SWOON GROUP, LLC RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
ADDITIONS		
Additions to Net Assets Attributed to:		
Investment Income		
Interest and Dividends	\$ 305,027	\$ 209,859
Net Appreciation (Depreciation) in Fair Value of Investments	(1,160,966)	354,202
Total Investment Income	(855,939)	564,061
Contributions		
Participants	1,332,793	806,958
Employers	438,620	275,799
Rollovers	178,691	16,778
Total Contributions	1,950,104	1,099,535
Other Additions		
Interest on Notes Receivable from Participants	567	1,095
TOTAL ADDITIONS	1,094,732	1,664,691
DEDUCTIONS		
Deductions from Net Assets Attributed to:		
Benefits Paid to Participants	343,487	281,761
Loan Balance Distributed	840	3,039
Administrative Expenses	22,955	6,829
TOTAL DEDUCTIONS	367,282	291,629
NET CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	727,450	1,373,062
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	4,494,109	3,121,047
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u>\$ 5,221,559</u>	<u>\$ 4,494,109</u>

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

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A – DESCRIPTION OF PLAN

The following description of the Swoon Group, LLC Retirement Plan (the "Plan") has been obtained from the Plan document and provides only general information. Participants should refer to the Plan document and summary plan description for further details of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible Swoon Group, LLC's (the Company) employees. The Plan became effective on January 1, 2013, and subsequently has been amended and restated to comply with the current legislative and regulatory changes. The last amendment to the Plan was effective January 1, 2021. Two employers under common control initially sponsored the Plan. Effective January 1, 2019, the Company assumed sponsorship of the Plan and changed the Plan's name from "Swoon and NextGen Retirement Plan" to "Swoon Retirement Plan" and subsequently renamed it to "Swoon Group, LLC Retirement Plan." The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA").

The Plan elected to implement certain provisions of the Setting Every Community Up for Retirement Enhancement Act of 2019 (the SECURE Act), which changed the Plan to, among others, delay the commencement date for required minimum distributions. Also, the Plan elected to implement certain provisions of the Coronavirus Aid, Relief, and Economic Security ("CARES Act") of 2020. The CARES Act included several relief provisions available to tax-qualified retirement plans and their participants only for a limited duration of time. These provisions include, among other things, special COVID-19 related distributions of up to \$100,000, increasing the maximum amount of Plan loans to participants to \$100,000, deferring payments on certain Plan loans through December 31, 2020, and suspending required minimum distributions for the year ended December 31, 2020. Plans were permitted to adopt the provisions of SECURE Act and CARES Act according to the applicable effective dates outlined in those Acts, provided the Plan document is retroactively amended on or before December 31, 2025.

Eligibility

Employees are eligible to participate in the Plan at age 21, after completing a minimum service period of six months and at least 1,000 hours of service for six consecutive months. Participants who have completed twelve consecutive months of service beginning their date of hire are eligible to receive matching contributions.

Contributions

Each year, participants may contribute up to 100% of annual pretax compensation, as defined in the Plan and limited to the maximum amount allowable under the IRS. Effective January 1, 2021, the Plan allows elective deferral contributions to be made as Roth contributions (after-tax basis). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover). The Plan does not have auto-enrollment provisions. Participants direct the investment of their contributions into various investment options offered by the Plan.

For each pay period that a participant makes contributions to the Plan, the Company makes a matching contribution. Matching provisions for participants are 50 percent of the participant's contribution up to 6 percent of eligible compensation for such pay period, calculated on a per-check basis. Additional profit-sharing amounts may be contributed at the option of the Company's board of directors. During the year ended December 31, 2022 and 2021, the Company did not make profit-sharing contributions to the Plan.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A – DESCRIPTION OF PLAN (continued)

Participant Accounts

Each participant's account is credited with (i) the participant's contribution, (ii) the Company's contribution, and (iii) the participant's account earnings. Each participant's account is charged with (i) withdrawals and (ii) an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the participant's vested account balance.

Vesting

Participants are vested immediately in their contributions, rollover contributions, and actual earnings thereon. Vesting in the Company's matching contributions, discretionary contributions, and actual earnings thereon is based on years of continuous service. A participant becomes fully vested in the Company's matching and discretionary contributions after six years of service (three years of service after January 1, 2021) or retirement, permanent disability, or death.

The participant's vesting in the Company's contribution portion of their accounts is determined under the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentage Prior to January 1, 2021</u>	<u>Vested Percentage Effective January 1, 2021</u>
Less than 2	0%	0%
2	20%	0%
3	40%	100%
4	60%	
5	80%	
6	100%	

Forfeitures

Forfeitures serve to restore forfeitures or reduce future contributions from the Company or to pay Plan expenses. As of December 31, 2022 and 2021, the forfeitures account balances were \$51,430 and \$34,468, respectively. During the year ended December 31, 2022, the Plan used \$5,000 from forfeited balances to pay expenses. During the year ended December 31, 2021, the forfeited balances were not used. If a participant is not rehired by the Company and does not make a withdrawal, the nonvested accounts will be forfeited after five years or upon a total distribution if earlier. A participant who takes a total distribution and is subsequently rehired by the Company within five years has the option of repaying to the Plan within five years of the reemployment date, cash in one lump-sum equal to the full amount received from the Plan at termination. If such repayment is made, the Company will restore the amounts previously forfeited to the participant's account.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A – DESCRIPTION OF PLAN (continued)

Note Receivable from Participants

Participants may borrow from their accounts the lesser of \$50,000 or 50 percent of the participant pretax contributions and the employer matching contributions. There is a minimum note receivable amount of \$1,000. The maximum number of loans outstanding at any one time is one. Notes receivable are collateralized by the participant's account and bear interest at rates as determined by the Plan administrator. Notes receivable are generally repayable within five years. Longer notes receivable are available for the purchase of a primary residence. Principal and interest payments are made through payroll deductions. Loan fees may be charged against the Account of the Participant to whom the loan is granted, and the Plan Administrator may adopt any administrative rules or procedures that it deems necessary or appropriate with respect to the granting and administering of loans.

Payment of Benefits

Distributions are payable upon retirement, age 59½, death, disability, or termination of service. Payment of participant's vested account for any reason other than death may start as soon as administratively feasible with a final payment made consisting of any allocations occurring after termination of employment. The account is payable, in cash, in one lump sum payment. Distributions on account of death are paid by December 31 of the calendar year containing the fifth anniversary of the death except when the spouse is the sole primary beneficiary and may make a different election to receive distributions.

Vested account balances less than \$5,000 are subject to immediate payment in a lump sum upon termination. While the account and timing of payments will vary depending on the option selected, the total payment will have the same dollar value equivalent to the value of the participant's account at retirement. Terminated participants with balances under \$5,000, subject to immediate payment in a lump sum were approximate \$56,000 and \$70,000 as of December 31, 2022 and 2021, respectively.

Hardship Withdrawals

Participants may request that all or a portion of their accounts be distributed in the case of severe financial hardship, as defined in the Plan document. The Company may approve any such hardship withdrawals if the participant has an immediate and heavy financial need and lack other available resources.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE B – SUMMARY OF 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).

Use of Estimates

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

Risks and Uncertainties

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

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by investment advisers, custodians, and insurance companies. See note F for discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but 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 or 2021.

Payment of Benefits

Benefits are recorded when paid.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE B – SUMMARY OF ACCOUNTING POLICIES (continued)

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. 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 appreciation of fair value of investments.

NOTE C – CERTIFIED INVESTMENTS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held as of December 31, 2022 and 2021, and net appreciation in fair value of investments, interest and dividends for the years ended December 31, 2022 and 2021, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Capital Bank and Trust Company (the trustee of the Plan).

NOTE D – RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan assets are in investment funds managed by Capital Bank and Trust Company on behalf of American Funds, part of Capital Group (the custodians). Capital Bank and Trust Company is the Plan's trustee; American Funds, through FAScore, LLC (marketed under the brand name "Empower Institutional"), is the Plan's record-keeper; therefore, these transactions qualify as party-in-interest transactions under ERISA guidelines.

Participants covered under the Plan are considered to be parties in interest. Participant loans in the amount of \$14,020 and \$13,488 at December 31, 2022 and 2021, respectively, are considered to be party-in-interest investments.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE E – FAIR VALUE MEASUREMENTS

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

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

Level 2 - Inputs to the valuation methodology include:

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

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

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

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

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 SEC. 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.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE E – FAIR VALUE MEASUREMENTS (continued)

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

	<u>Assets at Fair Value at December 31, 2022</u>			<u>Total Fair Value</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds	<u>\$ 5,217,845</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,217,845</u>

	<u>Assets at Fair Value at December 31, 2021</u>			<u>Total Fair Value</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Mutual Funds	<u>\$ 4,446,781</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,446,781</u>

NOTE F – TAX STATUS

The Plan is a preapproved plan that received a favorable advisory letter from the Internal Revenue Service (IRS), which stated that the Plan, as then designed, complied with the applicable requirements of the Internal Revenue Code (IRC). The Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt as of December 31, 2022 and 2021, respectively. The Plan has not individually sought its own determination letter.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. 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 in progress.

SWOON GROUP, LLC RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE G – PLAN TERMINATION

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

NOTE H– SUBSEQUENT EVENTS

In December 2022, the Secure 2.0 Act of 2022 (SECURE 2.0) was signed into United States of America law as part of the Consolidated Appropriations Act, 2023. It contained provisions affecting 401(k) plans. The Organization is in the process of assessing SECURE 2.0 and determining the necessary amendments to the Plan, if any.

The management of the Plan has evaluated events subsequent to the statement of net assets available for benefits date of December 31, 2022, through October 13, 2023, the date the financial statements were available to be issued. It has concluded that there are no other effects that provide additional evidence about conditions that existed at the statement of net assets available for benefits date that require recognition in the financial statements or related note disclosures in accordance with FASB ASC 855, *Subsequent Events*.

SUPPLEMENTARY INFORMATION

SWOON GROUP, LLC RETIREMENT PLAN

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

DECEMBER 31 2022

EIN: 27-0610241

Plan Number: 001

		Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value		
(a)	Identity of Issue, Borrower, Lessor, or Similar Party (b)	(c)	Cost (d)	Current Value (e)
*	American Funds 2010 Target Date Fund R6	Mutual Fund	^	\$ 61,943
*	American Funds 2020 Target Date Fund R6	Mutual Fund	^	2,581
*	American Funds 2025 Target Date Fund R6	Mutual Fund	^	167,413
*	American Funds 2030 Target Date Fund R6	Mutual Fund	^	197,149
*	American Funds 2035 Target Date Fund R6	Mutual Fund	^	167,766
*	American Funds 2040 Target Date Fund R6	Mutual Fund	^	720,093
*	American Funds 2045 Target Date Fund R6	Mutual Fund	^	624,158
*	American Funds 2050 Target Date Fund R6	Mutual Fund	^	895,968
*	American Funds 2055 Target Date Fund R6	Mutual Fund	^	1,165,665
*	American Funds 2060 Target Date Fund R6	Mutual Fund	^	324,109
*	American Funds 2065 Target date Fund R6	Mutual Fund	^	134,423
*	American Funds Bond Fund of Amer R6	Mutual Fund	^	44,453
*	American Funds Capital World Bond R6	Mutual Fund	^	21,909
*	American Funds EuroPacific Gr R6	Mutual Fund	^	40,023
*	American Funds Growth Fund of Amer R6	Mutual Fund	^	138,408
*	American Funds SMALLCAP World R6	Mutual Fund	^	75,421
*	American Funds US Govt Money Market Fund R3	Mutual Fund	^	51,430
*	American Funds US Govt Money Market R6	Mutual Fund	^	9,466
	Fidelity 500 Index	Mutual Fund	^	288,706
	Franklin Small Cap Value R6	Mutual Fund	^	17,704
	Victory Sycamore Established Value R6	Mutual Fund	^	69,057
		Interest rates ranging from 4.50% to 7.25% and due at various dates through October 2025		
*	Notes Receivable from participants		0	14,020
		Total		<u>\$ 5,231,865</u>

* These investments are considered "parties-in-interest" as defined by ERISA.

^ Costs are being omitted per ERISA guidelines, due to the fact that this is a participant-directed plan.

See auditor's report on supplementary information.

SWOON GROUP, LLC RETIREMENT PLAN

SCHEDULE H, LINE 4a - DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31 2022

EIN: 27-0610241
Plan Number: 001

Participant Contributions Transferred Late to plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Late Participant Loan Repayments are included: <u> X </u>	Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2021 Contributions	\$ 47,073			
2022 Contributions	\$ 155,474			

* The late contributions were deposited to the Plan
pending correction for lost earnings estimated under \$1000

See auditor's report on supplementary information.