

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>ONETHIRTYONE LLC 401(K) PROFIT SHARING PLAN AND TRUST</u>		1b Three-digit plan number (PN) ▶ <u>001</u>
			1c Effective date of plan <u>01/01/2016</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>ONETHIRTYONE LLC</u> <u>32 AVENUES OF THE AMERICAS, 17TH FL</u> <u>NEW YORK, NY 10013</u>		2b Employer Identification Number (EIN) <u>85-2967811</u> 2c Plan Sponsor's telephone number <u>917-523-9779</u> 2d Business code (see instructions) <u>523900</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	CAROLYN ROBINSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2023	CAROLYN ROBINSON
	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.

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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		5 236
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) 219
a(2) Total number of active participants at the end of the plan year		6a(2) 272
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 56
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 328
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 328
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 322
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 46
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan ONETHIRTYONE LLC 401(K) PROFIT SHARING PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 ONETHIRTYONE LLC	D Employer Identification Number (EIN) 85-2967811	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VOYA RETIREMENT INSURANCE & ANNUITY
71-0294708

(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)

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71-0294708

(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?
15 64	RECORDKEEPER	18796	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>ONETHIRTYONE LLC 401(K) PROFIT SHARING PLAN AND TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ONETHIRTYONE LLC</u>	D Employer Identification Number (EIN) <u>85-2967811</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	
(2) Participant contributions.....		1b(2)	
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property)		1c(6)	
(7) Loans (other than to participants).....		1c(7)	
(8) Participant loans.....		1c(8)	90601
(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)	9704809
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	13376862
(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	9795410	13521476

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9795410	13521476
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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)	1311862	
(B) Participants	2a(1)(B)	3418330	
(C) Others (including rollovers)	2a(1)(C)	1369434	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6099626
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)	4035	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4035
(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)	554378	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		554378
(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)		-2443259
c Other income	2c		4926
d Total income. Add all income amounts in column (b) and enter total	2d		4219706
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	474496	
(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)		474496
f Corrective distributions (see instructions)	2f		348
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	18796	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		18796
j Total expenses. Add all expense amounts in column (b) and enter total	2j		493640
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		3726066
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: **TEMPLETON & COMPANY, LLP**

(2) EIN: **14-1918990**

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	

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

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 ONETHIRTYONE LLC 401(K) PROFIT SHARING PLAN AND TRUST		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ONETHIRTYONE LLC		D Employer Identification Number (EIN) 85-2967811
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 71-0294708		
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 _____

**ONETHIRTYONE, LLC 401(k) PROFIT
SHARING PLAN AND TRUST**

REPORT ON AUDIT OF FINANCIAL STATEMENTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2022

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

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Independent Auditor's Report

To the Plan Administrator and Those Charged with Governance
OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust
New York, New York

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

We have performed an audit of the accompanying financial statements of OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust (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 statement of net assets available for benefits as of December 31, 2022, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit 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 (qualified institution), provided that the statements or information regarding assets so held are prepared and certified to by the qualified institution, in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Opinion

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

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

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of 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.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern 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 of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP.

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

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 Information Required by ERISA

The supplemental information of Schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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 information, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental information that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

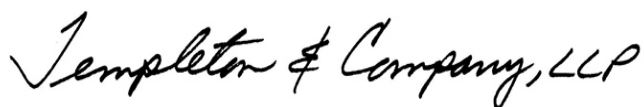
In forming our opinion on the supplemental information, we evaluated whether the supplemental information, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations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

In our opinion —

- The form and content of the supplemental information, other than the information in the supplemental information 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 information 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).

Other Matter – 2021 Financial Statement

Management is responsible for the accompanying financial statement of OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust, which comprises the statement of net assets available for benefits as of December 31, 2021, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review such financial statement nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the financial statement.



West Palm Beach, Florida
October 5, 2023

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2022 and 2021

	(Audited) 2022	(Compiled) 2021
Investments, at fair value	<u>\$ 13,376,862</u>	<u>\$ 9,704,809</u>
Receivables:		
Participant notes receivable	<u>144,614</u>	<u>90,601</u>
Total receivables	<u>144,614</u>	<u>90,601</u>
Net assets available for benefits	<u><u>\$ 13,521,476</u></u>	<u><u>\$ 9,795,410</u></u>

See accompanying notes to financial statements and independent auditor's report.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2022

Additions to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (2,438,414)
Interest and dividends	<u>554,378</u>

Total investment loss, net	<u>(1,884,036)</u>
----------------------------	--------------------

Interest income on participant notes receivable	<u>4,035</u>
---	--------------

Contributions:

Participants	3,418,330
Employer	1,311,862
Rollover	<u>1,369,434</u>

Total contributions	<u>6,099,626</u>
---------------------	------------------

Total additions, net of investment loss	<u>4,219,625</u>
---	------------------

Deductions from net assets attributed to:

Benefits paid to participants	474,763
Administrative expenses	<u>18,796</u>

Total deductions	<u>493,559</u>
------------------	----------------

Change in net assets	3,726,066
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Net assets available for benefits:

Beginning of year	<u>9,795,410</u>
-------------------	------------------

End of year	<u>\$ 13,521,476</u>
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See accompanying notes to financial statements and independent auditor's report.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of Plan

The following description of the OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General and eligibility

The Plan was established on January 1, 2016, as a defined contribution plan available to eligible employees of OneThirtyOne, LLC (the Company, Employer or Plan Sponsor). The Plan has since been amended and restated to comply with certain tax legislation. Employees are eligible to participate to make elective deferrals and receive Employer matching contributions immediately after completing the service requirement of sixty (60) days of credited service and have reached age eighteen (18), as defined. Participants are eligible for Employer profit sharing contributions (if any) upon meeting the service requirement of one (1) year of credited service and attaining age eighteen (18), as defined. The Plan's management determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Voya Institutional Trust Company (the Trustee) serves as the Plan's trustee. The Trustee holds the Plan's investment assets, executes investment transactions and provides recordkeeping services to the Plan. The Company is the Plan Administrator.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants in the Plan may voluntarily contribute up to 100% of their eligible annual compensation, as defined by the Plan, within the limits prescribed by the Internal Revenue Service (IRS). 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 contribution plans (rollover). The Plan's provisions also provide for Roth 401(k) elective deferrals.

The Plan includes an automatic enrollment provision, whereby, all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate, with a default pre-tax rate set at 4% of eligible compensation.

The Employer makes a matching contribution on a participant's elective deferrals using a "percentage of contribution" match formula, as defined. For the year ended December 31, 2022, the Employer matched 50% of a participant's elective deferrals up to 6% of the participant's eligible compensation, as defined. Employer matching contributions totaled \$1,311,862 for the year ended December 31, 2022. There were no Employer profit-sharing contributions to the Plan for the year ended December 31, 2022.

Contributions are subject to certain IRS limitations.

Participant accounts

Each participant account is credited with the participant's contributions and an allocation of: (a) the Employer's contributions, and (b) Plan earnings or losses. Participants are charged with his or her withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or losses, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his or her account to any of the investment options offered by the Plan.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 1 – Description of Plan, Continued

Vesting

Participants are immediately vested in their individual contributions, plus actual earnings or losses thereon. Vesting in the Employer's contributions, if any, plus any earnings or losses thereon, is based on years of continuous service. Participants who become eligible, and are enrolled in the Plan, will receive vesting credit for years of service based on the hours of service method, as defined. A participant is 100% vested in the Employer matching contribution portion of their account balances after four (4) years of credited service in accordance with a graded vesting schedule. Vesting in the Employer's profit sharing contributions (if any), participants will vest 100% after three (3) years of credited service in accordance with a graded vesting schedule. Participant accounts become 100% vested upon death, disability, reaching normal retirement age (65), or upon termination of the Plan.

Forfeitures

Forfeited nonvested accounts may be used to offset certain Plan administrative expenses or reduce the Employer contributions. For the year ended December 31, 2022, forfeitures totaling \$16,396 were used to offset certain Plan administrative expenses. At December 31, 2022 and 2021, unallocated forfeitures available to be utilized amounted to \$53,080 and \$32,306 respectively.

Participant notes receivable

Plan participants may borrow from their accounts between \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loan terms range from one to five years unless the loan is used to acquire the principal residence of the participant. Loans are secured by the vested account balance in the participant's account and bear a reasonable rate of interest. Principal and interest are paid through regular payroll deductions and remitted to the Trustee. Delinquent notes receivable from participants are recorded as distributions.

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum distribution. Participants may elect to receive the value of their vested interest in his or her account in monthly installments in the case of termination of service due to death. For termination of service due to other reasons, a participant may choose to leave the vested interest in the Plan if such amounts exceed \$5,000 or elect a lump-sum distribution. Participants with vested amounts less than \$5,000 receive a lump-sum distribution. Funds may also be accessed prior to the date they become distributable by way of a financial hardship withdrawal in accordance with IRS guidelines. Participants may also withdraw their vested account balances at any time on or after age 59½.

Administrative expenses

The Plan allows certain administrative expenses to be paid from Plan investment assets. Certain administrative expenses are paid by the Employer and are not reflected in these financial statements.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

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 Administrator determines the Plan's valuation policies utilizing information provided by the Plan's advisor and the Plan's Trustee.

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

Use of estimates

The preparation of financial statements in accordance with U.S. GAAP requires the Plan management to make estimates and assumptions that affect certain reported amounts of assets and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and such differences could be material.

Risks and uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate risk, market risk, and credit risk. Due to the high level of risk associated with certain investment securities, including the uncertainty related to changes in the values of investment securities, it is at least reasonably possible that changes in such risks in the near-term would materially affect participant account balances and the amounts reported in the financial statements.

Participant notes receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included as administrative expenses when incurred. Any delinquent notes receivable from participants are reclassified as distributions based on the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2022 and 2021.

Payment of benefits

The Plan records benefits when paid.

Plan expenses

The Plan classified certain administrative expenses as an expense rather than as a reduction of investment income. Substantially all administrative expenses for maintaining the Plan are paid by the Plan Sponsor and are not reflected in these financial statements. Certain expenses paid by the Plan consist of recordkeeping, trustee, and third-party administrator fees. Certain participant directed transactions such as loan processing fees are charged directly to participants' accounts.

Plan administration

The Employer is responsible for the administration of the Plan. Voya Institutional Trust Company (the Trustee) serves as the Plan's trustee. Participant and Employer contributions are held by the Trustee who invests cash received, interest, and dividend income, and makes distributions to participants (subject to the direction of the participants).

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

Plan administration, continued

Fees from covered service providers of the Plan are in compliance with Department of Labor's regulations regarding ERISA Section 408(b)(2).

Uncertain tax positions

U.S. GAAP requires the Plan to assess its uncertain tax positions for the likelihood they would be overturned upon examination by the IRS. In accordance with this guidance, the Plan Administrator has determined it does not have any positions at December 31, 2022 that it would be unable to substantiate.

Note 3 – Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Voya Institutional Trust Company, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental information is complete and accurate:

- Investments and participant notes receivable shown on the statements of net assets available for benefits as of December 31, 2022;
- Net investment activity and interest income on participant notes receivable as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2022; and
- Investment information included in the Schedule H, 4i – Schedule of Assets (held at end of year) as of December 31, 2022, as shown on the ERISA-required supplemental information.

At the request of the Plan's Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified information, except for comparing such certified information to the related investment information included in the financial statements, including the disclosures related to the investments to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP, and in the ERISA-required supplemental schedule, including assessing whether the supplemental schedule is in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note 4 – Fair Value Measurements

Accounting guidance provides a framework for measuring fair value and 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

Level 1	Unadjusted quoted prices for identical, unrestricted assets or liabilities in active markets that a plan has the ability to access.
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ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Fair Value Measurements, Continued

Level 2	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; and inputs that are derived principally from or corroborated by observable market data by correlation or other means for substantially the full term of the assets or liabilities.
Level 3	Significant unobservable inputs.

A financial instrument's 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. There have been no changes in the methodologies used at December 31, 2022 and 2021. During the year ended December 31, 2022, there were no transfers of financial instruments into or out of Level 3.

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

Mutual funds – are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open ended funds traded on national exchanges. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds are deemed to be actively traded.

Money market fund – institutional short-term investment vehicles valued daily with a NAV of \$1. NAV is the quoted price in an active market and, therefore, classified within Level 1 of the fair value hierarchy.

The preceding methods described may produce a fair value calculation which may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments measured at fair value, on a recurring basis as of December 31, 2022 and 2021:

Fair Value Measurements as of December 31, 2022 (Audited)				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 13,330,298	\$ -	\$ -	\$ 13,330,298
Money market fund	46,564	-	-	46,564
Investments, at fair value	<u>\$ 13,376,862</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,376,862</u>
Fair Value Measurements as of December 31, 2021 (Compiled)				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 9,678,911	\$ -	\$ -	\$ 9,678,911
Money market fund	25,898	-	-	25,898
Investments, at fair value	<u>\$ 9,704,809</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,704,809</u>

Note 5 – Fidelity Bond

The Plan has complied with the fidelity bonding requirements of ERISA.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 6 – Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor 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, all participants' accounts would become 100% vested in the Employer matching contributions and/or profit-sharing contributions portion of their accounts.

Note 7 – Party-In-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Plan Sponsor, and certain others. The Plan invests in various funds offered by Voya Institutional Trust Company (the Trustee), including mutual funds and a money market fund. Therefore, transactions with the Trustee are considered party-in-interest transactions. The Plan Sponsor has approved these investment options. Such transactions are exempt from the prohibited transactions rules.

Certain administrative functions are performed by officers and employees of the Company. No officer or employee receives compensation from the Plan for these services.

The Trustee receives revenue from service providers for services the Trustee provides to the mutual funds. This revenue is used to offset certain amounts owed to the Trustee for its administrative services. Fees incurred for the Plan for investment management services are included in net depreciation in fair value of investments, which were not covered by revenue sharing. The Plan also made direct payments to service providers which were not covered by revenue sharing.

Note 8 – Tax Status

The Plan uses a non-standardized pre-approved profit sharing/money purchase plan with CODA plan document sponsored by Voya Retirement Insurance and Annuity Company. Voya Retirement Insurance and Annuity Company received an opinion letter from the IRS, dated June 30, 2020, which states that the prototype document, as then designed, satisfies the applicable provisions of the Internal Revenue Code (IRC). The Plan itself has not received a determination letter from the IRS. The Plan has been amended since receiving the opinion letter, however, the Plan's management and tax counsel believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no IRS examinations for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2019.

Note 10 – Subsequent Events

The Plan was amended and restated to conform with certain tax legislation effective January 1, 2023.

Management evaluated activity of the Plan subsequent to December 31, 2022 through October 5, 2023, the date on which the financial statements were available to be issued, for events that require recognition in the financial statements or disclosure in the notes thereto.

SUPPLEMENTAL INFORMATION

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

SPONSOR'S EIN: 85-2967811

PLAN NUMBER: 001

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

December 31, 2022

(a)	(b) Identity of issue or similar party:	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Mutual funds:			
	American Funds	2010 Target Date R6	**	\$ 132,686
	American Funds	2020 Target Date R6	**	54,381
	American Funds	2025 Target Date R6	**	88,150
	American Funds	2030 Target Date R6	**	157,096
	American Funds	2035 Target Date R6	**	447,156
	American Funds	2040 Target Date R6	**	946,793
	American Funds	2045 Target Date R6	**	548,091
	American Funds	2050 Target Date R6	**	1,063,131
	American Funds	2055 Target Date R6	**	1,013,534
	American Funds	2060 Target Date R6	**	702,090
	American Funds	2065 Target Date R6	**	45,260
	American Funds	EuroPacific R6	**	300,873
	American Funds	Rt In Pt Cn R6	**	6,718
	Blackrock	Mid Cap Growth Equity Institutional	**	215,948
	Clearbridge	Large Cap Growth Fund I	**	1,001,353
	DFA	US Small Cap Portfolio Institutional	**	208,319
	Invesco	Dev Markets Fund Y	**	121,940
	Janus Henderson	Triton Fund I	**	85,853
	Metropolitan West	Total Return Bond Fund I	**	99,107
	PGIM	High Yield Fund R6	**	89,229
	PIMCO	Income Fund Institutional	**	48,755
	Charles Schwab	S&P 500 Index Fund	**	2,492,312
	Charles Schwab	Treasury Inflation Protection Securities Index	**	121,940
	T. Rowe Price	Overseas Stock Fund I	**	90,508
	Vanguard	Equity Income Fund Admiral	**	567,018
	Vanguard	Federal Money Market Fund Investment	**	1,727,173
	Vanguard	Mid-Cap Index Fund Admiral	**	684,228
	Vanguard	Mid-Cap VI Index Fund Admiral	**	150,563
	Vanguard	Short-Term Federal Fund Admiral	**	120,093
	Total mutual funds			13,330,298
	Money market fund:			
*	Voya	Government Money Market Fund	**	46,564
	Total investments, at fair value			13,376,862
*	Participant notes receivable	Loans to participants, interest rates ranging from 4.25% - 8.00%, various maturities	-	144,614
	Total assets held			<u>\$ 13,521,476</u>

* A party-in-interest, as defined by ERISA.

** The cost of participant-directed investments is not required to be disclosed.

Attachment to 2022 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
OneThirtyOne LLC 401K Profit Sharing Plan and Trust
EIN# 85-2967811
Plan#001
As Of December 31, 2022

(a) (b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
American Funds 2010 T Date R6	Registered Investment Company		\$132,686
American Funds 2020 T Date R6	Registered Investment Company		\$54,381
American Funds 2025 T Date R6	Registered Investment Company		\$88,150
American Funds 2030 T Date R6	Registered Investment Company		\$157,096
American Funds 2035 T Date R6	Registered Investment Company		\$447,156
American Funds 2040 T Date R6	Registered Investment Company		\$946,793
American Funds 2045 T Date R6	Registered Investment Company		\$548,091
American Funds 2050 T Date R6	Registered Investment Company		\$1,063,131
American Funds 2055 T Date R6	Registered Investment Company		\$1,013,533
American Funds 2060 T Date R6	Registered Investment Company		\$702,089
American Funds 2065 T Date R6	Registered Investment Company		\$45,260
American Funds EuroPacific R6	Registered Investment Company		\$300,873
American Funds Rt In Pt Cn R6	Registered Investment Company		\$6,718
BlackRock Mid Cap Grw Eq Inst	Registered Investment Company		\$215,948
ClrBrg LgCp Grw Fnd I	Registered Investment Company		\$1,001,353
DFA US Small Cap Portfolio Ins	Registered Investment Company		\$208,319
Inv Dev Mrkts Fd Y	Registered Investment Company		\$121,940
Janus Hndr Triton Fd I	Registered Investment Company		\$85,853
Metropoltn West Tot Rtn Bd Fd I	Registered Investment Company		\$99,107
PGIM High Yield Fund R6	Registered Investment Company		\$89,229
PIMCO Income Fund Ins	Registered Investment Company		\$48,754
Schwab S&P 500 Index Fund	Registered Investment Company		\$2,492,312
Schwab Treas Infl Prot Sec Idx	Registered Investment Company		\$121,940
TRwPr Overseas Stock Fund I	Registered Investment Company		\$90,508
Vangrd Equity Income Fund Adm	Registered Investment Company		\$567,018
Vangrd Federal Mny Mkt Fd Inv	Registered Investment Company		\$1,727,173
Vangrd Mid-Cap Index Fund Adm	Registered Investment Company		\$684,228
Vangrd Mid-Cap VI Indx Fnd Adm	Registered Investment Company		\$150,563
Vangrd St-Term Federal Fnd Adm	Registered Investment Company		\$120,093
* Voya Gv Mny Mkt F A (Hld Acct)	Registered Investment Company		\$46,564
Participant Loans	Rates: 4.25% to 8.00%		\$144,614
TOTAL			\$13,521,476

* denotes party-in-interest

Column (d) is not required as the Plan's investments are totally participant directed.

**ONETHIRTYONE, LLC 401(k) PROFIT
SHARING PLAN AND TRUST**

REPORT ON AUDIT OF FINANCIAL STATEMENTS

AS OF AND FOR THE YEAR ENDED DECEMBER 31, 2022

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

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Independent Auditor's Report

To the Plan Administrator and Those Charged with Governance
OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust
New York, New York

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

We have performed an audit of the accompanying financial statements of OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust (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 statement of net assets available for benefits as of December 31, 2022, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit 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 (qualified institution), provided that the statements or information regarding assets so held are prepared and certified to by the qualified institution, in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Opinion

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

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

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of 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.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern 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 of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP.

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

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 Information Required by ERISA

The supplemental information of Schedule H, line 4i – schedule of assets (held at end of year), as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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 information, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental information that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

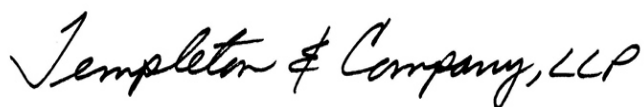
In forming our opinion on the supplemental information, we evaluated whether the supplemental information, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations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

In our opinion —

- The form and content of the supplemental information, other than the information in the supplemental information 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 information 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).

Other Matter – 2021 Financial Statement

Management is responsible for the accompanying financial statement of OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust, which comprises the statement of net assets available for benefits as of December 31, 2021, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review such financial statement nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the financial statement.



West Palm Beach, Florida
October 5, 2023

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2022 and 2021

	(Audited) 2022	(Compiled) 2021
Investments, at fair value	<u>\$ 13,376,862</u>	<u>\$ 9,704,809</u>
Receivables:		
Participant notes receivable	<u>144,614</u>	<u>90,601</u>
Total receivables	<u>144,614</u>	<u>90,601</u>
Net assets available for benefits	<u><u>\$ 13,521,476</u></u>	<u><u>\$ 9,795,410</u></u>

See accompanying notes to financial statements and independent auditor's report.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2022

Additions to net assets attributed to:

Investment income (loss):

Net depreciation in fair value of investments	\$ (2,438,414)
Interest and dividends	<u>554,378</u>

Total investment loss, net	<u>(1,884,036)</u>
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Interest income on participant notes receivable	<u>4,035</u>
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Contributions:

Participants	3,418,330
Employer	1,311,862
Rollover	<u>1,369,434</u>

Total contributions	<u>6,099,626</u>
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Total additions, net of investment loss	<u>4,219,625</u>
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Deductions from net assets attributed to:

Benefits paid to participants	474,763
Administrative expenses	<u>18,796</u>

Total deductions	<u>493,559</u>
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Change in net assets	3,726,066
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Net assets available for benefits:

Beginning of year	<u>9,795,410</u>
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End of year	<u>\$ 13,521,476</u>
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See accompanying notes to financial statements and independent auditor's report.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS

Note 1 – Description of Plan

The following description of the OneThirtyOne, LLC 401(k) Profit Sharing Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General and eligibility

The Plan was established on January 1, 2016, as a defined contribution plan available to eligible employees of OneThirtyOne, LLC (the Company, Employer or Plan Sponsor). The Plan has since been amended and restated to comply with certain tax legislation. Employees are eligible to participate to make elective deferrals and receive Employer matching contributions immediately after completing the service requirement of sixty (60) days of credited service and have reached age eighteen (18), as defined. Participants are eligible for Employer profit sharing contributions (if any) upon meeting the service requirement of one (1) year of credited service and attaining age eighteen (18), as defined. The Plan's management determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Voya Institutional Trust Company (the Trustee) serves as the Plan's trustee. The Trustee holds the Plan's investment assets, executes investment transactions and provides recordkeeping services to the Plan. The Company is the Plan Administrator.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants in the Plan may voluntarily contribute up to 100% of their eligible annual compensation, as defined by the Plan, within the limits prescribed by the Internal Revenue Service (IRS). 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 contribution plans (rollover). The Plan's provisions also provide for Roth 401(k) elective deferrals.

The Plan includes an automatic enrollment provision, whereby, all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate, with a default pre-tax rate set at 4% of eligible compensation.

The Employer makes a matching contribution on a participant's elective deferrals using a "percentage of contribution" match formula, as defined. For the year ended December 31, 2022, the Employer matched 50% of a participant's elective deferrals up to 6% of the participant's eligible compensation, as defined. Employer matching contributions totaled \$1,311,862 for the year ended December 31, 2022. There were no Employer profit-sharing contributions to the Plan for the year ended December 31, 2022.

Contributions are subject to certain IRS limitations.

Participant accounts

Each participant account is credited with the participant's contributions and an allocation of: (a) the Employer's contributions, and (b) Plan earnings or losses. Participants are charged with his or her withdrawals and an allocation of administrative expenses. Allocations are based on participant earnings or losses, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs the investment of his or her account to any of the investment options offered by the Plan.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 1 – Description of Plan, Continued

Vesting

Participants are immediately vested in their individual contributions, plus actual earnings or losses thereon. Vesting in the Employer's contributions, if any, plus any earnings or losses thereon, is based on years of continuous service. Participants who become eligible, and are enrolled in the Plan, will receive vesting credit for years of service based on the hours of service method, as defined. A participant is 100% vested in the Employer matching contribution portion of their account balances after four (4) years of credited service in accordance with a graded vesting schedule. Vesting in the Employer's profit sharing contributions (if any), participants will vest 100% after three (3) years of credited service in accordance with a graded vesting schedule. Participant accounts become 100% vested upon death, disability, reaching normal retirement age (65), or upon termination of the Plan.

Forfeitures

Forfeited nonvested accounts may be used to offset certain Plan administrative expenses or reduce the Employer contributions. For the year ended December 31, 2022, forfeitures totaling \$16,396 were used to offset certain Plan administrative expenses. At December 31, 2022 and 2021, unallocated forfeitures available to be utilized amounted to \$53,080 and \$32,306 respectively.

Participant notes receivable

Plan participants may borrow from their accounts between \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the participant's vested account balance. Loan terms range from one to five years unless the loan is used to acquire the principal residence of the participant. Loans are secured by the vested account balance in the participant's account and bear a reasonable rate of interest. Principal and interest are paid through regular payroll deductions and remitted to the Trustee. Delinquent notes receivable from participants are recorded as distributions.

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum distribution. Participants may elect to receive the value of their vested interest in his or her account in monthly installments in the case of termination of service due to death. For termination of service due to other reasons, a participant may choose to leave the vested interest in the Plan if such amounts exceed \$5,000 or elect a lump-sum distribution. Participants with vested amounts less than \$5,000 receive a lump-sum distribution. Funds may also be accessed prior to the date they become distributable by way of a financial hardship withdrawal in accordance with IRS guidelines. Participants may also withdraw their vested account balances at any time on or after age 59½.

Administrative expenses

The Plan allows certain administrative expenses to be paid from Plan investment assets. Certain administrative expenses are paid by the Employer and are not reflected in these financial statements.

Note 2 – Summary of Significant Accounting Policies

Basis of accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

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 Administrator determines the Plan's valuation policies utilizing information provided by the Plan's advisor and the Plan's Trustee.

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

Use of estimates

The preparation of financial statements in accordance with U.S. GAAP requires the Plan management to make estimates and assumptions that affect certain reported amounts of assets and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and such differences could be material.

Risks and uncertainties

The Plan provides for various investment options. Investment securities are exposed to various risks, such as interest rate risk, market risk, and credit risk. Due to the high level of risk associated with certain investment securities, including the uncertainty related to changes in the values of investment securities, it is at least reasonably possible that changes in such risks in the near-term would materially affect participant account balances and the amounts reported in the financial statements.

Participant notes receivable

Participant notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included as administrative expenses when incurred. Any delinquent notes receivable from participants are reclassified as distributions based on the terms of the Plan document. No allowance for credit losses has been recorded at December 31, 2022 and 2021.

Payment of benefits

The Plan records benefits when paid.

Plan expenses

The Plan classified certain administrative expenses as an expense rather than as a reduction of investment income. Substantially all administrative expenses for maintaining the Plan are paid by the Plan Sponsor and are not reflected in these financial statements. Certain expenses paid by the Plan consist of recordkeeping, trustee, and third-party administrator fees. Certain participant directed transactions such as loan processing fees are charged directly to participants' accounts.

Plan administration

The Employer is responsible for the administration of the Plan. Voya Institutional Trust Company (the Trustee) serves as the Plan's trustee. Participant and Employer contributions are held by the Trustee who invests cash received, interest, and dividend income, and makes distributions to participants (subject to the direction of the participants).

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 2 – Summary of Significant Accounting Policies, Continued

Plan administration, continued

Fees from covered service providers of the Plan are in compliance with Department of Labor's regulations regarding ERISA Section 408(b)(2).

Uncertain tax positions

U.S. GAAP requires the Plan to assess its uncertain tax positions for the likelihood they would be overturned upon examination by the IRS. In accordance with this guidance, the Plan Administrator has determined it does not have any positions at December 31, 2022 that it would be unable to substantiate.

Note 3 – Certified Investment Information

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Voya Institutional Trust Company, a qualified institution, has certified that the following investment information included in the accompanying financial statements and ERISA-required supplemental information is complete and accurate:

- Investments and participant notes receivable shown on the statements of net assets available for benefits as of December 31, 2022;
- Net investment activity and interest income on participant notes receivable as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2022; and
- Investment information included in the Schedule H, 4i – Schedule of Assets (held at end of year) as of December 31, 2022, as shown on the ERISA-required supplemental information.

At the request of the Plan's Administrator, the Plan's independent auditors did not perform auditing procedures with respect to this certified information, except for comparing such certified information to the related investment information included in the financial statements, including the disclosures related to the investments to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP, and in the ERISA-required supplemental schedule, including assessing whether the supplemental schedule is in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Note 4 – Fair Value Measurements

Accounting guidance provides a framework for measuring fair value and 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

Level 1	Unadjusted quoted prices for identical, unrestricted assets or liabilities in active markets that a plan has the ability to access.
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ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 4 – Fair Value Measurements, Continued

Level 2	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; and inputs that are derived principally from or corroborated by observable market data by correlation or other means for substantially the full term of the assets or liabilities.
Level 3	Significant unobservable inputs.

A financial instrument's 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. There have been no changes in the methodologies used at December 31, 2022 and 2021. During the year ended December 31, 2022, there were no transfers of financial instruments into or out of Level 3.

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

Mutual funds – are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open ended funds traded on national exchanges. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds are deemed to be actively traded.

Money market fund – institutional short-term investment vehicles valued daily with a NAV of \$1. NAV is the quoted price in an active market and, therefore, classified within Level 1 of the fair value hierarchy.

The preceding methods described may produce a fair value calculation which may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments measured at fair value, on a recurring basis as of December 31, 2022 and 2021:

Fair Value Measurements as of December 31, 2022 (Audited)				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 13,330,298	\$ -	\$ -	\$ 13,330,298
Money market fund	46,564	-	-	46,564
Investments, at fair value	<u>\$ 13,376,862</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,376,862</u>
Fair Value Measurements as of December 31, 2021 (Compiled)				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 9,678,911	\$ -	\$ -	\$ 9,678,911
Money market fund	25,898	-	-	25,898
Investments, at fair value	<u>\$ 9,704,809</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 9,704,809</u>

Note 5 – Fidelity Bond

The Plan has complied with the fidelity bonding requirements of ERISA.

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

NOTES TO FINANCIAL STATEMENTS, CONTINUED

Note 6 – Plan Termination

Although it has not expressed any intent to do so, the Plan Sponsor 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, all participants' accounts would become 100% vested in the Employer matching contributions and/or profit-sharing contributions portion of their accounts.

Note 7 – Party-In-Interest Transactions

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the Plan Sponsor, and certain others. The Plan invests in various funds offered by Voya Institutional Trust Company (the Trustee), including mutual funds and a money market fund. Therefore, transactions with the Trustee are considered party-in-interest transactions. The Plan Sponsor has approved these investment options. Such transactions are exempt from the prohibited transactions rules.

Certain administrative functions are performed by officers and employees of the Company. No officer or employee receives compensation from the Plan for these services.

The Trustee receives revenue from service providers for services the Trustee provides to the mutual funds. This revenue is used to offset certain amounts owed to the Trustee for its administrative services. Fees incurred for the Plan for investment management services are included in net depreciation in fair value of investments, which were not covered by revenue sharing. The Plan also made direct payments to service providers which were not covered by revenue sharing.

Note 8 – Tax Status

The Plan uses a non-standardized pre-approved profit sharing/money purchase plan with CODA plan document sponsored by Voya Retirement Insurance and Annuity Company. Voya Retirement Insurance and Annuity Company received an opinion letter from the IRS, dated June 30, 2020, which states that the prototype document, as then designed, satisfies the applicable provisions of the Internal Revenue Code (IRC). The Plan itself has not received a determination letter from the IRS. The Plan has been amended since receiving the opinion letter, however, the Plan's management and tax counsel believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no IRS examinations for any tax periods in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2019.

Note 10 – Subsequent Events

The Plan was amended and restated to conform with certain tax legislation effective January 1, 2023.

Management evaluated activity of the Plan subsequent to December 31, 2022 through October 5, 2023, the date on which the financial statements were available to be issued, for events that require recognition in the financial statements or disclosure in the notes thereto.

SUPPLEMENTAL INFORMATION

ONETHIRTYONE, LLC 401(k) PROFIT SHARING PLAN AND TRUST

SPONSOR'S EIN: 85-2967811

PLAN NUMBER: 001

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

December 31, 2022

(a)	(b) Identity of issue or similar party:	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
	Mutual funds:			
	American Funds	2010 Target Date R6	**	\$ 132,686
	American Funds	2020 Target Date R6	**	54,381
	American Funds	2025 Target Date R6	**	88,150
	American Funds	2030 Target Date R6	**	157,096
	American Funds	2035 Target Date R6	**	447,156
	American Funds	2040 Target Date R6	**	946,793
	American Funds	2045 Target Date R6	**	548,091
	American Funds	2050 Target Date R6	**	1,063,131
	American Funds	2055 Target Date R6	**	1,013,534
	American Funds	2060 Target Date R6	**	702,090
	American Funds	2065 Target Date R6	**	45,260
	American Funds	EuroPacific R6	**	300,873
	American Funds	Rt In Pt Cn R6	**	6,718
	Blackrock	Mid Cap Growth Equity Institutional	**	215,948
	Clearbridge	Large Cap Growth Fund I	**	1,001,353
	DFA	US Small Cap Portfolio Institutional	**	208,319
	Invesco	Dev Markets Fund Y	**	121,940
	Janus Henderson	Triton Fund I	**	85,853
	Metropolitan West	Total Return Bond Fund I	**	99,107
	PGIM	High Yield Fund R6	**	89,229
	PIMCO	Income Fund Institutional	**	48,755
	Charles Schwab	S&P 500 Index Fund	**	2,492,312
	Charles Schwab	Treasury Inflation Protection Securities Index	**	121,940
	T. Rowe Price	Overseas Stock Fund I	**	90,508
	Vanguard	Equity Income Fund Admiral	**	567,018
	Vanguard	Federal Money Market Fund Investment	**	1,727,173
	Vanguard	Mid-Cap Index Fund Admiral	**	684,228
	Vanguard	Mid-Cap VI Index Fund Admiral	**	150,563
	Vanguard	Short-Term Federal Fund Admiral	**	<u>120,093</u>
	Total mutual funds			13,330,298
	Money market fund:			
*	Voya	Government Money Market Fund	**	<u>46,564</u>
	Total investments, at fair value			13,376,862
*	Participant notes receivable	Loans to participants, interest rates ranging from 4.25% - 8.00%, various maturities	-	<u>144,614</u>
	Total assets held			<u>\$ 13,521,476</u>

* A party-in-interest, as defined by ERISA.

** The cost of participant-directed investments is not required to be disclosed.