

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

Part II	Basic Plan Information —enter all requested information
1a Name of plan TELSTAR INSTRUMENTS 401(K) PLAN	1b Three-digit plan number (PN) ▶ 002
	1c Effective date of plan 09/01/1989
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) TELSTAR INSTRUMENTS 1717 SOLANO WAY STE 34 CONCORD, CA 94520	2b Employer Identification Number (EIN) 94-2785168 2c Plan Sponsor's telephone number 925-671-2888 2d Business code (see instructions) 238210

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	KAITLIN BRASESCO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		3c Administrator's telephone number 4b EIN 4d PN	
5 Total number of participants at the beginning of the plan year		5	163
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)	131
a(2) Total number of active participants at the end of the plan year		6a(2)	142
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits.....		6c	34
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	176
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	176
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	154
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	3
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: 2G 2J 2K 2S 2T 2F 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan TELSTAR INSTRUMENTS 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 TELSTAR INSTRUMENTS	D Employer Identification Number (EIN) 94-2785168	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	5885	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL SEL MD CP VL ADV - COLUMBIA MG PO BOX 219104 KANSAS CITY, MO 64121-9104	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MSIF DISCOVERY A - DST ASSET MANAG 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VRTS NFJ DIV VAL ADM - VIRTUS FUND 4400 COMPUTER DRIVE WESTBOROUGH, MA 01581	0.35%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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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:	BREGANTE AND COMPANY LLP	b EIN:	94-2861940
c Position:	AUDITOR		
d Address:	330 IGNACIO BOULEVARD SUITE 201 NOVATO, CA 94949	e Telephone:	415-883-4262

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>TELSTAR INSTRUMENTS 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>TELSTAR INSTRUMENTS</u>	D Employer Identification Number (EIN) <u>94-2785168</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	182679	196530
(2) Participant contributions.....	1b(2)	13016	37542
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2036218	2164165
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	123715	170390
(9) Value of interest in common/collective trusts.....	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	10962369	9196860
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	13317997	11765487

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	13317997	11765487
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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)	196530	
(B) Participants	2a(1)(B)	1201156	
(C) Others (including rollovers)	2a(1)(C)	2363	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1400049
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	28675	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	11973	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		40648
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	750890	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		750890
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-2620678
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-429091
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1116832	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1116832
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	702	
(4) Other	2i(4)	5885	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6587
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1123419
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1552510
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **TURNER, WARREN, HWANG & CONRAD**

(2) EIN: **95-4083485**

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		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan TELSTAR INSTRUMENTS 401(K) PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 TELSTAR INSTRUMENTS		D Employer Identification Number (EIN) 94-2785168
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

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INDEPENDENT AUDITOR'S REPORT

Owners of the Company and Plan Administrator
Telstar Instruments, Inc. 401(k) Plan

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

We have performed an audit of the accompanying financial statements of the Telstar Instruments, Inc. 401(k) Plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for plan benefits as of December 31, 2022, the statement of changes in net assets available for plan 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 Telstar Instruments, Inc. 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor (DOL) 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 Telstar Instruments, Inc. 401(k) Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from Fidelity Management Trust Company (Fidelity), the trustee of the Telstar Instruments, Inc. 401(k) Plan as of December 31, 2022, and for the year then ended, stating that the certified investment information as described in Note 8 to the financial statements is complete and accurate.

Opinion

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

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the financial statements referred to above related to assets held by and certified to by Fidelity 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. 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 Telstar Instruments, Inc. 401(k) 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 these financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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 Telstar Instruments, Inc. 401(k) 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 Telstar Instruments, Inc. 401(k) Plan; and determining whether the Telstar Instruments, Inc. 401(k) Plan's transactions that are presented and disclosed in the financial statements are in conformity with Telstar Instruments, Inc. 401(k) Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of 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 auditing standards generally accepted in the United States of America 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 auditing standards generally accepted in the United States of America, 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 Telstar Instruments, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Telstar Instruments, Inc. 401(k) 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 accounting principles generally accepted in the United States of America.

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

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

Supplemental Schedule Required by ERISA

The supplemental schedule of assets is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to 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 auditing standards generally accepted in the United States of America. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

The financial statements of the Telstar Instruments, Inc. 401(k) Plan as of December 31, 2021 were audited by other auditors. As permitted by ERISA Section 103(a)(3)(C), their audit need not extend to any statements or information related to assets held for investment of the Telstar Instruments, Inc. 401(k) Plan certified by Fidelity, the trustee of the plan. In their opinion based on their audit and the procedures performed as described in their 2021 Auditor's Responsibilities for the Audit of the Financial Statements section dated October 13, 2022:

- The amounts and disclosures in the 2021 financial statements, other than those agreed to or derived from the certified investment information by Newport Trust Company, were presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the 2021 financial statements related to assets held by and certified to by Newport Trust Company agreed to, or was 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).



Burbank, California
October 16, 2023

TELSTAR INSTRUMENTS, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Money market funds	<u>\$ 2,164,165</u>	<u>\$ 2,036,218</u>
Investments at fair market value	<u>9,196,860</u>	<u>10,962,369</u>
Receivables:		
Employer contributions	196,530	182,679
Employee contributions	37,542	13,016
Notes receivable from participants	<u>170,390</u>	<u>123,715</u>
Total receivables	<u>404,462</u>	<u>319,410</u>
Total assets	11,765,487	13,317,997
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ 11,765,487</u></u>	<u><u>\$ 13,317,997</u></u>

See accompanying notes to financial statements.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEAR ENDED DECEMBER 31, 2022

ADDITIONS (REDUCTIONS) TO NET ASSETS

Investment income (loss):	
Net depreciation in fair value of investments	\$ (2,620,678)
Dividends and interest	<u>779,565</u>
Total investment loss	<u>(1,841,113)</u>
Interest on notes receivable from participants	<u>11,973</u>
Contributions:	
Participant	1,201,156
Employer	196,530
Rollovers	<u>2,363</u>
Total contributions	<u>1,400,049</u>
Total reductions to net assets	<u>(429,091)</u>

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	1,116,832
Administrative expenses	<u>6,587</u>
Total deductions	<u>1,123,419</u>

NET DECREASE	(1,552,510)
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, BEGINNING OF YEAR	<u>13,317,997</u>
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, END OF YEAR	<u><u>\$ 11,765,487</u></u>
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See accompanying notes to financial statements.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN

The following brief description of the Telstar Instruments, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document or Summary Plan Description for more complete information.

General: Telstar Instruments, Inc. (the Company), as the Plan Sponsor, adopted the Fidelity Basic Plan Document No. 17 prototype Defined Contribution Plan as its Plan effective June 22, 2015. The Plan was amended and restated effective February 14, 2018. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administration: The Plan is administered by the Plan's trustees appointed by the Company's Board of Directors. Fidelity Workplace Services, LLC serves as the Plan's recordkeeper and Fidelity Management Trust Company serves as the Plan's trustee.

Eligibility: Employees of the Company are generally eligible to participate in the Plan after having completed three months of service and are 18 years of age or older during the plan year. Employees covered by a collective bargaining agreement are not eligible to participate in the Plan unless the agreement requires the employees to be included under the Plan. Any individuals with any documentation acknowledging status as an independent contractor are not eligible to participate in the Plan.

Contributions: Participants may make voluntary elective deferral contributions subject to prescribed limitations as well as rollover contributions from a qualified plan. Participants may designate their elective deferral contributions as pre-tax elective deferrals or Roth elective deferrals in any proportion they choose. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan.

Each year, the Company may contribute discretionary matching contributions as determined by the Board of Directors. Participants become eligible to receive matching contributions from the Company only if they make elective deferral contributions and are employed as of the last day of the year.

The Company made discretionary matching contribution of \$196,530 for the year ended December 31, 2022.

Payment of Benefits: Upon termination of service due to death, disability or retirement, a participant is entitled to receive the participant's vested aggregate account balance and may choose to leave the assets invested in the Plan or take a lump-sum distribution. However, the Plan Administrator, without the consent of the participant, may distribute a participant's vested aggregate account balance in a lump sum any time after a participant terminates employment if the participant's account balance does not exceed \$5,000.

Plan Termination: Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in all amounts credited to their accounts.

Participant Accounts: Separate accounts are maintained for each participant; an elective deferral contribution account, an elective Roth deferral contribution account, a discretionary matching contribution account, a rollover contribution account and a qualified non-elective contribution account (if applicable). Each participant's elective contribution account is credited with the participant's elective contributions and rollovers and an allocation of the Plan's earnings attributable to the elective account.

Each participant's matching contribution accounts are credited with the Company's contributions, along with an allocation of the Plan's earnings attributable to these accounts. Investment direction for each participant's account is provided by the participant.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

Vesting: Participants are fully and immediately vested in their elective deferral contribution, rollover contribution and qualified non-elective contribution accounts together with allocated plan earnings thereon. A participant's interest in the employer matching contributions is vested according to the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeitures: Forfeitures are retained in the Plan and first used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions payable under the Plan.

The forfeited nonvested accounts arising from the participants' employer matching contributions accounts totaled \$1,352 and \$1,009 for the years ended December 31, 2022 and 2021, respectively. Payments were made from forfeitures totaling \$500 for administrative expenses for the plan year ended December 31, 2022.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan were prepared using the accrual method of accounting.

Investment Valuation and Income Recognition: The Plan's investments are valued at fair market value as of the Plan's year-end, taking into consideration investment earnings credited, expenses charged, payments made and changes in the value of the assets held in the funds. Fair market value is determined by quoted market prices.

Purchases and sales of the funds are recorded on a trade-date basis. Dividend and interest income is recorded on an accrual basis as earned.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Participants may borrow up to the lesser of 50% or \$50,000 from their account balances, subject to the Plan's provisions. The repayment term of the loans may vary from one to five years with the exception of a loan used to purchase a primary residence. The loans are secured by the participants' interests in the Plan's assets and bear interest at a rate that is comparable for similar types of loans by other lenders. Payments of interest and principal are made by withholding from each paycheck.

Benefit Payments: Benefits are recorded when paid.

Administrative Expenses: Certain expenses incurred in the administration of the Plan are paid directly by the Company. Fees related to the administration of notes receivable from participants, distributions and terminated employees' accounts are charged directly to the participant's account and are included in administrative expenses.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP) requires management to make a number of estimates and assumptions that affect the reported amounts of net assets available for plan benefits and changes therein, as well as the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition: The Plan's 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. See Note 3 for the discussion of fair value measurements.

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

Fair Value Measurements: Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value that requires an entity to determine fair value based on the exit price in the principal market for the asset or liability being measured. Fair value is defined as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants.

The guidance also establishes a three-level fair value hierarchy that describes the inputs used to measure assets and liabilities as follows:

- **Level 1** – Asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities.
- **Level 2** – Assets other than quoted prices included within Level 1 that are observable for valuing the asset or liability, either directly or indirectly (e.g., interest rates and yield curves observable at commonly quoted intervals). Observable inputs include quoted prices for similar assets or liabilities in active or non-active markets, so a comparison must be made to similar investments in order to determine their fair value. Level 2 inputs may also include insignificant adjustments to market observable inputs.
- **Level 3** – Assets and liabilities are financial instruments whose value cannot be determined by using observable measures and can only be calculated by using pricing models and/or discounted cash flow methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Further, 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.

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

- **Mutual Funds** – Investments in mutual funds are valued at fair value based on quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The mutual funds held by the Plan are deemed to be actively traded and are classified as Level 1 measurements.

The Plan's financial instruments and other accounts that are subject to fair value measurement and/or disclosure are summarized in Note 3.

Subsequent Events: The Plan has evaluated subsequent events through October 16, 2023, the date the financial statements were available to be issued.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's assets at fair value, by level within the fair value hierarchy, are as follows:

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2022				
Mutual funds	\$ 9,196,860	\$ 9,196,860	\$ -	\$ -
2021				
Mutual funds	\$ 10,962,369	\$ 10,962,369	\$ -	\$ -

Gains and losses included in net assets available for plan benefits for the years ended December 31, 2022 and 2021 are reported under net appreciation (depreciation) in fair value of investments.

The Plan's policy is to recognize transfers between Levels 1 and 2 and into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the years ended December 31, 2022 and 2021, there were no transfers between Levels 1 and 2 and no transfers into or out of Level 3.

NOTE 4 – RISKS AND UNCERTAINTIES

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

NOTE 5 – TAX STATUS

The Plan adopted the FMR LLC Non-Standardized Pre-Approved Profit Sharing Plan with CODA. The Internal Revenue Service (IRS) has informed FMR by a letter, dated June 30, 2020, that its Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter; however, the Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan, as amended and restated, is qualified and that the related trust is tax exempt as of the date of financial statements.

US GAAP requires the Plan's management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, of being sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by tax jurisdictions for tax years for which applicable statutes of limitations have not expired; however, there are currently no audits for any tax periods in progress.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 6 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the DOL Rules and Regulations as any fiduciary of the Plan, any party rendering services to the Plan, Employees and certain others. Certain investments of the Plan are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

The Plan Sponsor provides certain accounting and administrative services to the Plan for which no fees are charged. These expenses constitute exempt party-in-interest transactions under ERISA.

NOTE 7 – TRUSTEE CERTIFICATION

The investment balances, notes receivable from participants and related income information included in the financial statements, accompanying notes and supplemental schedule, summarized below, were derived from statements certified by Fidelity as complete and accurate in accordance with 29 CFR 2520.103-5 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

The certified plan assets are as follows:

	2022	2021
Money market funds	\$ 2,164,165	\$ 2,036,218
Mutual funds at fair value	9,196,860	10,962,369
	11,361,025	12,998,587
Notes receivable from participants	170,390	123,715
	<u>\$ 11,531,415</u>	<u>\$ 13,122,302</u>

Fidelity also certified the completeness and accuracy of the following:

	2022
Investment income (loss):	
Net depreciation in fair value of investments	\$ (2,620,678)
Dividends and interest	779,565
	(1,841,113)
Interest on notes receivable from participants	11,973
	<u>\$ (1,829,140)</u>

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TELSTAR INSTRUMENTS, INC. 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2022

EIN: 94-2785168

Plan 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value
*	Fidelity Management Trust Co.	FID FIDELITY FUND		\$ 35,800
*	Fidelity Management Trust Co.	FID EQUITY INC		19,589
*	Fidelity Management Trust Co.	FID CAPITAL & INCOME		41,484
*	Fidelity Management Trust Co.	FIDELITY GOVT INCOME		385,084
*	Fidelity Management Trust Co.	FID LEVERGD CO STK		48,759
*	Fidelity Management Trust Co.	FID BALANCED		5,473
*	Fidelity Management Trust Co.	FID DISCIPLINED EQTY		26,335
*	Fidelity Management Trust Co.	FID STK SEL ALL CAP		16,625
*	Fidelity Management Trust Co.	FID EMERGING MKTS		23,551
*	Fidelity Management Trust Co.	FID GROWTH DISC		235,013
*	Fidelity Management Trust Co.	FID FREEDOM INCOME		72
*	Fidelity Management Trust Co.	FID FREEDOM 2010		757,422
*	Fidelity Management Trust Co.	FID FREEDOM 2020		380,810
*	Fidelity Management Trust Co.	FID FREEDOM 2030		574,700
*	Fidelity Management Trust Co.	FID GOVT MMKT		2,164,165
*	Fidelity Management Trust Co.	FID STKSEL LGCAP VAL		71,869
*	Fidelity Management Trust Co.	FID FREEDOM 2040		362,480
*	Fidelity Management Trust Co.	FID TOTAL BOND		183,145
*	Fidelity Management Trust Co.	FID FREEDOM 2015		376,921
*	Fidelity Management Trust Co.	FID FREEDOM 2025		876,145
*	Fidelity Management Trust Co.	FID FREEDOM 2035		695,778
*	Fidelity Management Trust Co.	FID SMALL CAP GROWTH		39,103
*	Fidelity Management Trust Co.	FID SMALL CAP VALUE		51,092
*	Fidelity Management Trust Co.	FID FREEDOM 2045		1,228,390
*	Fidelity Management Trust Co.	FID FREEDOM 2050		955,342
*	Fidelity Management Trust Co.	FID 500 INDEX		445,055
*	Fidelity Management Trust Co.	FID FREEDOM 2055		927,372
*	Fidelity Management Trust Co.	FID INTL INDEX		42,159
*	Fidelity Management Trust Co.	FID EXTD MKT IDX		18,698
*	Fidelity Management Trust Co.	FID FREEDOM 2060		250,252
*	Fidelity Management Trust Co.	FID FREEDOM 2065		97,572
	Morgan Stanley	MSIF DISCOVERY A		10,801
	Columbia Threadneedle	COL SEL MD CP VL ADV		13,970
*	Notes receivable from participants	Interest rate at 7%	-0-	170,390
				<u>\$ 11,531,416</u>

**Party-in-interest transaction*

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

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INDEPENDENT AUDITOR'S REPORT

Owners of the Company and Plan Administrator
Telstar Instruments, Inc. 401(k) Plan

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

We have performed an audit of the accompanying financial statements of the Telstar Instruments, Inc. 401(k) Plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for plan benefits as of December 31, 2022, the statement of changes in net assets available for plan 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 Telstar Instruments, Inc. 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor (DOL) 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 Telstar Instruments, Inc. 401(k) Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained a certification from Fidelity Management Trust Company (Fidelity), the trustee of the Telstar Instruments, Inc. 401(k) Plan as of December 31, 2022, and for the year then ended, stating that the certified investment information as described in Note 8 to the financial statements is complete and accurate.

Opinion

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

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the financial statements referred to above related to assets held by and certified to by Fidelity 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. 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 Telstar Instruments, Inc. 401(k) 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 these financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of 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 Telstar Instruments, Inc. 401(k) 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 Telstar Instruments, Inc. 401(k) Plan; and determining whether the Telstar Instruments, Inc. 401(k) Plan's transactions that are presented and disclosed in the financial statements are in conformity with Telstar Instruments, Inc. 401(k) Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free of 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 auditing standards generally accepted in the United States of America 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 auditing standards generally accepted in the United States of America, 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 Telstar Instruments, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Telstar Instruments, Inc. 401(k) 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 accounting principles generally accepted in the United States of America.

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

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

Supplemental Schedule Required by ERISA

The supplemental schedule of assets is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to 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 auditing standards generally accepted in the United States of America. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

The financial statements of the Telstar Instruments, Inc. 401(k) Plan as of December 31, 2021 were audited by other auditors. As permitted by ERISA Section 103(a)(3)(C), their audit need not extend to any statements or information related to assets held for investment of the Telstar Instruments, Inc. 401(k) Plan certified by Fidelity, the trustee of the plan. In their opinion based on their audit and the procedures performed as described in their 2021 Auditor's Responsibilities for the Audit of the Financial Statements section dated October 13, 2022:

- The amounts and disclosures in the 2021 financial statements, other than those agreed to or derived from the certified investment information by Newport Trust Company, were presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the 2021 financial statements related to assets held by and certified to by Newport Trust Company agreed to, or was 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).



Burbank, California
October 16, 2023

TELSTAR INSTRUMENTS, INC. 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
DECEMBER 31, 2022 AND 2021

	<u>2022</u>	<u>2021</u>
ASSETS		
Money market funds	<u>\$ 2,164,165</u>	<u>\$ 2,036,218</u>
Investments at fair market value	<u>9,196,860</u>	<u>10,962,369</u>
Receivables:		
Employer contributions	196,530	182,679
Employee contributions	37,542	13,016
Notes receivable from participants	<u>170,390</u>	<u>123,715</u>
Total receivables	<u>404,462</u>	<u>319,410</u>
Total assets	11,765,487	13,317,997
LIABILITIES	<u>-</u>	<u>-</u>
NET ASSETS AVAILABLE FOR PLAN BENEFITS	<u><u>\$ 11,765,487</u></u>	<u><u>\$ 13,317,997</u></u>

See accompanying notes to financial statements.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
YEAR ENDED DECEMBER 31, 2022

ADDITIONS (REDUCTIONS) TO NET ASSETS

Investment income (loss):	
Net depreciation in fair value of investments	\$ (2,620,678)
Dividends and interest	<u>779,565</u>
Total investment loss	<u>(1,841,113)</u>
Interest on notes receivable from participants	<u>11,973</u>
Contributions:	
Participant	1,201,156
Employer	196,530
Rollovers	<u>2,363</u>
Total contributions	<u>1,400,049</u>
Total reductions to net assets	<u>(429,091)</u>

DEDUCTIONS FROM NET ASSETS

Benefits paid to participants	1,116,832
Administrative expenses	<u>6,587</u>
Total deductions	<u>1,123,419</u>

NET DECREASE	(1,552,510)
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, BEGINNING OF YEAR	<u>13,317,997</u>
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, END OF YEAR	<u><u>\$ 11,765,487</u></u>
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See accompanying notes to financial statements.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN

The following brief description of the Telstar Instruments, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the plan document or Summary Plan Description for more complete information.

General: Telstar Instruments, Inc. (the Company), as the Plan Sponsor, adopted the Fidelity Basic Plan Document No. 17 prototype Defined Contribution Plan as its Plan effective June 22, 2015. The Plan was amended and restated effective February 14, 2018. The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Plan Administration: The Plan is administered by the Plan's trustees appointed by the Company's Board of Directors. Fidelity Workplace Services, LLC serves as the Plan's recordkeeper and Fidelity Management Trust Company serves as the Plan's trustee.

Eligibility: Employees of the Company are generally eligible to participate in the Plan after having completed three months of service and are 18 years of age or older during the plan year. Employees covered by a collective bargaining agreement are not eligible to participate in the Plan unless the agreement requires the employees to be included under the Plan. Any individuals with any documentation acknowledging status as an independent contractor are not eligible to participate in the Plan.

Contributions: Participants may make voluntary elective deferral contributions subject to prescribed limitations as well as rollover contributions from a qualified plan. Participants may designate their elective deferral contributions as pre-tax elective deferrals or Roth elective deferrals in any proportion they choose. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan.

Each year, the Company may contribute discretionary matching contributions as determined by the Board of Directors. Participants become eligible to receive matching contributions from the Company only if they make elective deferral contributions and are employed as of the last day of the year.

The Company made discretionary matching contribution of \$196,530 for the year ended December 31, 2022.

Payment of Benefits: Upon termination of service due to death, disability or retirement, a participant is entitled to receive the participant's vested aggregate account balance and may choose to leave the assets invested in the Plan or take a lump-sum distribution. However, the Plan Administrator, without the consent of the participant, may distribute a participant's vested aggregate account balance in a lump sum any time after a participant terminates employment if the participant's account balance does not exceed \$5,000.

Plan Termination: Although it has not expressed any intent to do so, the Company has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in all amounts credited to their accounts.

Participant Accounts: Separate accounts are maintained for each participant; an elective deferral contribution account, an elective Roth deferral contribution account, a discretionary matching contribution account, a rollover contribution account and a qualified non-elective contribution account (if applicable). Each participant's elective contribution account is credited with the participant's elective contributions and rollovers and an allocation of the Plan's earnings attributable to the elective account.

Each participant's matching contribution accounts are credited with the Company's contributions, along with an allocation of the Plan's earnings attributable to these accounts. Investment direction for each participant's account is provided by the participant.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 1 – DESCRIPTION OF THE PLAN (CONTINUED)

Vesting: Participants are fully and immediately vested in their elective deferral contribution, rollover contribution and qualified non-elective contribution accounts together with allocated plan earnings thereon. A participant's interest in the employer matching contributions is vested according to the following schedule:

Years of Service	Vested Percentage
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeitures: Forfeitures are retained in the Plan and first used to pay administrative expenses. Any remaining amounts will be used to reduce future employer contributions payable under the Plan.

The forfeited nonvested accounts arising from the participants' employer matching contributions accounts totaled \$1,352 and \$1,009 for the years ended December 31, 2022 and 2021, respectively. Payments were made from forfeitures totaling \$500 for administrative expenses for the plan year ended December 31, 2022.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The financial statements of the Plan were prepared using the accrual method of accounting.

Investment Valuation and Income Recognition: The Plan's investments are valued at fair market value as of the Plan's year-end, taking into consideration investment earnings credited, expenses charged, payments made and changes in the value of the assets held in the funds. Fair market value is determined by quoted market prices.

Purchases and sales of the funds are recorded on a trade-date basis. Dividend and interest income is recorded on an accrual basis as earned.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Participants may borrow up to the lesser of 50% or \$50,000 from their account balances, subject to the Plan's provisions. The repayment term of the loans may vary from one to five years with the exception of a loan used to purchase a primary residence. The loans are secured by the participants' interests in the Plan's assets and bear interest at a rate that is comparable for similar types of loans by other lenders. Payments of interest and principal are made by withholding from each paycheck.

Benefit Payments: Benefits are recorded when paid.

Administrative Expenses: Certain expenses incurred in the administration of the Plan are paid directly by the Company. Fees related to the administration of notes receivable from participants, distributions and terminated employees' accounts are charged directly to the participant's account and are included in administrative expenses.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (US GAAP) requires management to make a number of estimates and assumptions that affect the reported amounts of net assets available for plan benefits and changes therein, as well as the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition: The Plan's 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. See Note 3 for the discussion of fair value measurements.

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

Fair Value Measurements: Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides a framework for measuring fair value that requires an entity to determine fair value based on the exit price in the principal market for the asset or liability being measured. Fair value is defined as the exchange price that would be received on the measurement date to sell an asset or the price paid to transfer a liability in the principal or most advantageous market available to the entity in an orderly transaction between market participants.

The guidance also establishes a three-level fair value hierarchy that describes the inputs used to measure assets and liabilities as follows:

- **Level 1** – Asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities.
- **Level 2** – Assets other than quoted prices included within Level 1 that are observable for valuing the asset or liability, either directly or indirectly (e.g., interest rates and yield curves observable at commonly quoted intervals). Observable inputs include quoted prices for similar assets or liabilities in active or non-active markets, so a comparison must be made to similar investments in order to determine their fair value. Level 2 inputs may also include insignificant adjustments to market observable inputs.
- **Level 3** – Assets and liabilities are financial instruments whose value cannot be determined by using observable measures and can only be calculated by using pricing models and/or discounted cash flow methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Further, 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.

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

- **Mutual Funds** – Investments in mutual funds are valued at fair value based on quoted market prices, which represent the net asset value of shares held by the Plan at year-end. The mutual funds held by the Plan are deemed to be actively traded and are classified as Level 1 measurements.

The Plan's financial instruments and other accounts that are subject to fair value measurement and/or disclosure are summarized in Note 3.

Subsequent Events: The Plan has evaluated subsequent events through October 16, 2023, the date the financial statements were available to be issued.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's assets at fair value, by level within the fair value hierarchy, are as follows:

	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2022				
Mutual funds	\$ 9,196,860	\$ 9,196,860	\$ -	\$ -
2021				
Mutual funds	\$ 10,962,369	\$ 10,962,369	\$ -	\$ -

Gains and losses included in net assets available for plan benefits for the years ended December 31, 2022 and 2021 are reported under net appreciation (depreciation) in fair value of investments.

The Plan's policy is to recognize transfers between Levels 1 and 2 and into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the years ended December 31, 2022 and 2021, there were no transfers between Levels 1 and 2 and no transfers into or out of Level 3.

NOTE 4 – RISKS AND UNCERTAINTIES

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

NOTE 5 – TAX STATUS

The Plan adopted the FMR LLC Non-Standardized Pre-Approved Profit Sharing Plan with CODA. The Internal Revenue Service (IRS) has informed FMR by a letter, dated June 30, 2020, that its Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter; however, the Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan, as amended and restated, is qualified and that the related trust is tax exempt as of the date of financial statements.

US GAAP requires the Plan's management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, of being sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by tax jurisdictions for tax years for which applicable statutes of limitations have not expired; however, there are currently no audits for any tax periods in progress.

TELSTAR INSTRUMENTS, INC. 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE 6 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under the DOL Rules and Regulations as any fiduciary of the Plan, any party rendering services to the Plan, Employees and certain others. Certain investments of the Plan are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

The Plan Sponsor provides certain accounting and administrative services to the Plan for which no fees are charged. These expenses constitute exempt party-in-interest transactions under ERISA.

NOTE 7 – TRUSTEE CERTIFICATION

The investment balances, notes receivable from participants and related income information included in the financial statements, accompanying notes and supplemental schedule, summarized below, were derived from statements certified by Fidelity as complete and accurate in accordance with 29 CFR 2520.103-5 of the DOL Rules and Regulations for Reporting and Disclosure under ERISA.

The certified plan assets are as follows:

	2022	2021
Money market funds	\$ 2,164,165	\$ 2,036,218
Mutual funds at fair value	9,196,860	10,962,369
	11,361,025	12,998,587
Notes receivable from participants	170,390	123,715
	<u>\$ 11,531,415</u>	<u>\$ 13,122,302</u>

Fidelity also certified the completeness and accuracy of the following:

	2022
Investment income (loss):	
Net depreciation in fair value of investments	\$ (2,620,678)
Dividends and interest	779,565
	(1,841,113)
Interest on notes receivable from participants	11,973
	<u>\$ (1,829,140)</u>

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TELSTAR INSTRUMENTS, INC. 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2022

EIN: 94-2785168

Plan 002

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Interest Rate, Collateral, Par or Maturity Value	Cost	Current Value
*	Fidelity Management Trust Co.	FID FIDELITY FUND		\$ 35,800
*	Fidelity Management Trust Co.	FID EQUITY INC		19,589
*	Fidelity Management Trust Co.	FID CAPITAL & INCOME		41,484
*	Fidelity Management Trust Co.	FIDELITY GOVT INCOME		385,084
*	Fidelity Management Trust Co.	FID LEVERGD CO STK		48,759
*	Fidelity Management Trust Co.	FID BALANCED		5,473
*	Fidelity Management Trust Co.	FID DISCIPLINED EQTY		26,335
*	Fidelity Management Trust Co.	FID STK SEL ALL CAP		16,625
*	Fidelity Management Trust Co.	FID EMERGING MKTS		23,551
*	Fidelity Management Trust Co.	FID GROWTH DISC		235,013
*	Fidelity Management Trust Co.	FID FREEDOM INCOME		72
*	Fidelity Management Trust Co.	FID FREEDOM 2010		757,422
*	Fidelity Management Trust Co.	FID FREEDOM 2020		380,810
*	Fidelity Management Trust Co.	FID FREEDOM 2030		574,700
*	Fidelity Management Trust Co.	FID GOVT MMKT		2,164,165
*	Fidelity Management Trust Co.	FID STKSEL LGCAP VAL		71,869
*	Fidelity Management Trust Co.	FID FREEDOM 2040		362,480
*	Fidelity Management Trust Co.	FID TOTAL BOND		183,145
*	Fidelity Management Trust Co.	FID FREEDOM 2015		376,921
*	Fidelity Management Trust Co.	FID FREEDOM 2025		876,145
*	Fidelity Management Trust Co.	FID FREEDOM 2035		695,778
*	Fidelity Management Trust Co.	FID SMALL CAP GROWTH		39,103
*	Fidelity Management Trust Co.	FID SMALL CAP VALUE		51,092
*	Fidelity Management Trust Co.	FID FREEDOM 2045		1,228,390
*	Fidelity Management Trust Co.	FID FREEDOM 2050		955,342
*	Fidelity Management Trust Co.	FID 500 INDEX		445,055
*	Fidelity Management Trust Co.	FID FREEDOM 2055		927,372
*	Fidelity Management Trust Co.	FID INTL INDEX		42,159
*	Fidelity Management Trust Co.	FID EXTD MKT IDX		18,698
*	Fidelity Management Trust Co.	FID FREEDOM 2060		250,252
*	Fidelity Management Trust Co.	FID FREEDOM 2065		97,572
	Morgan Stanley	MSIF DISCOVERY A		10,801
	Columbia Threadneedle	COL SEL MD CP VL ADV		13,970
*	Notes receivable from participants	Interest rate at 7%	-0-	170,390
				<u>\$ 11,531,416</u>

**Party-in-interest transaction*