

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 HERBERT J. SIMS & CO. , INC.	1b Three-digit plan number (PN) ▶ 002
		1c Effective date of plan 01/01/1995
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) HERBERT J. SIMS & CO., INC. 2150 POST ROAD, SUITE 301 FAIRFIELD, CT 06824	2b Employer Identification Number (EIN) 13-5213180
		2c Plan Sponsor's telephone number 203-418-9000
		2d Business code (see instructions) 523110

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.	01/31/2024	CHRYSANTHOS KARAISKOS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	01/31/2024	CHRYSANTHOS KARAISKOS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 112
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) 103
a(2) Total number of active participants at the end of the plan year		6a(2) 104
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 15
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 119
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 119
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 119
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2G 2J 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ 1 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan HERBERT J. SIMS & CO. , INC.	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 HERBERT J. SIMS & CO., INC.	D Employer Identification Number (EIN) 13-5213180	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions	Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	039932	119	01/01/2022	12/31/2022

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	21748

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid AMERICAN PORTFOLIOS FIN SVCS INC 4TH FLOOR EAST 4250 VETERANS MEMOR HOLBROOK, NY 11741-0000
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	21748	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end.....	4	1908067
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	6799806

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b	Balance at the end of the previous year	7b	1542276
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c	Additions: (1) Contributions deposited during the year	7c(1)	594830	
	(2) Dividends and credits.....	7c(2)		
	(3) Interest credited during the year.....	7c(3)	18951	
	(4) Transferred from separate account.....	7c(4)	2590	
	(5) Other (specify below)	7c(5)	347968	
	▶ FORFEITURE CREDITS, TRANSFERS IN LOAN REPAYMENTS MISC. IN			

(6) Total additions.....	7c(6)	964339
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d	Total of balance and additions (add lines 7b and 7c(6))	7d	2506615
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	515207	
(2) Administration charge made by carrier.....	7e(2)	79	
(3) Transferred to separate account.....	7e(3)	19401	
(4) Other (specify below)	7e(4)	63861	

▶ **FORF. DR., TRANSFERS OUT LOAN INITIATIONS MISC. OUT**

(5) Total deductions.....	7e(5)	598548
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f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1908067
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
b ☐ Dental
c ☐ Vision
d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
f ☐ Long-term disability
g ☐ Supplemental unemployment
h ☐ Prescription drug
i ☐ Stop loss (large deductible)
j ☐ HMO contract
k ☐ PPO contract
l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 HERBERT J. SIMS & CO. , INC.	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 HERBERT J. SIMS & CO., INC.	D Employer Identification Number (EIN) 13-5213180	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND
06-1050034

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	4369	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

AMERICAN PORTFOLIOS FIN SVCS INC

11-3018002

(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?
33 71	NONE	0	Yes ☒ No ☐	Yes ☐ No ☒	13849	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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.	
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	45.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2022 TO 12/31/2022 GUARANTEED INCOME FUND	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	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.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	22.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2022 TO 12/31/2022 PGIM JENNISON GRO A	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan HERBERT J. SIMS & CO., INC.	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HERBERT J. SIMS & CO., INC.	D Employer Identification Number (EIN) 13-5213180	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: CORE PLUS BOND / PGIM FD		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-299	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 960981
a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P500 INDEX - ISP		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1725906
a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD BOND / PRU		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-300	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 276818
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL GRO/ARTISAN		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-259	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 392339
a Name of MTIA, CCT, PSA, or 103-12 IE: LCG/JP MORGAN INV MGMT		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-141	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1166463
a Name of MTIA, CCT, PSA, or 103-12 IE: LCV/LSV ASSET MGMT		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-318	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 982324
a Name of MTIA, CCT, PSA, or 103-12 IE: MCG/WESTFIELD CAPITAL		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-560	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 827717

a Name of MTIA, CCT, PSA, or 103-12 IE: SCV/VAUGHAN NELSON

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-541	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 467258
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II **Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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>HERBERT J. SIMS & CO., INC.</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HERBERT J. SIMS & CO., INC.</u>	D Employer Identification Number (EIN) <u>13-5213180</u>	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	21985	26375
(2) Participant contributions.....	1b(2)	27532	17876
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	2054758	2357657
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)	4409481	4317614
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	160622	119501
(B) Common.....	1c(4)(B)	2978539	2093571
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants).....	1c(7)		
(8) Participant loans.....	1c(8)	166619	163886
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	8147029	6799807
(11) Value of interest in master trust investment accounts.....	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7119902	5600546
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	1542276	1908067
(15) Other	1c(15)	175	123

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	26628918	23405023

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	26628918	23405023
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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)	152367	
(B) Participants	2a(1)(B)	1406099	
(C) Others (including rollovers)	2a(1)(C)	76423	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1634889
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7035	
(F) Other	2b(1)(F)	18951	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		25986
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	37930	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		37930
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-1510727
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1315863
c Other income	2c		-856755
d Total income. Add all income amounts in column (b) and enter total	2d		-1984540
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1234937	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1234937
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	4368	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	50	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		4418
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1239355
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-3223895
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **APRIO LLP**

(2) EIN: **57-1157523**

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		278688

	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?	X		9351699
4g	X		9351699
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan HERBERT J. SIMS & CO. , INC.		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 HERBERT J. SIMS & CO., INC.		D Employer Identification Number (EIN) 13-5213180
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....		☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?.....		☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....		☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....		☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation _____

HERBERT J. SIMS & CO., INC. 401(K) SAVINGS & RETIREMENT PLAN

**FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

HERBERT J. SIMS & CO., INC. 401(K) SAVINGS & RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Fairfield, CT

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

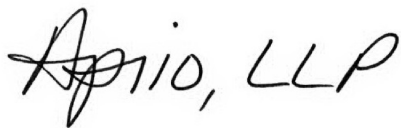
Supplemental Schedules Required by ERISA

The supplemental schedules of Assets Held at End of Year and Delinquent Participant Contributions as of or for the year ended December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

A handwritten signature in black ink that reads "Aprio, LLP". The signature is stylized, with the "A" being particularly large and the "P" having a loop.

Atlanta, Georgia
January 19, 2024

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments:		
At fair value	\$ 21,288,819	\$ 24,870,506
At contract value	<u>1,908,067</u>	<u>1,542,276</u>
Total investments	<u>23,196,886</u>	<u>26,412,782</u>
Receivables:		
Employer contributions	17,876	21,985
Notes receivable from participants	163,886	166,619
Participant contributions	<u>26,375</u>	<u>27,532</u>
Total receivables	<u>208,137</u>	<u>216,136</u>
Total assets	<u>23,405,023</u>	<u>26,628,918</u>
Net assets available for benefits	<u>\$ 23,405,023</u>	<u>\$ 26,628,918</u>

See independent auditors' report and accompanying notes to the financial statements.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2022

Additions (deductions):

Investment income (loss):

Net depreciation in fair value of investments	\$ (3,683,345)
Interest and dividends	<u>56,881</u>

Net investment income (loss)	<u>(3,626,464)</u>
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Interest income on notes receivable from participants	<u>7,034</u>
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Contributions:

Participants	1,406,099
Employer	152,367
Rollovers	<u>76,423</u>

Total contributions	<u>1,634,889</u>
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Total additions (deductions)	<u>(1,984,541)</u>
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Deductions:

Benefits paid to participants	(1,234,937)
Administrative expenses	<u>(4,417)</u>

Total deductions	<u>(1,239,354)</u>
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Net decrease in net assets available for benefits	(3,223,895)
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Net assets available for benefits:

Beginning of year	<u>26,628,918</u>
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End of year	<u><u>\$ 23,405,023</u></u>
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See independent auditors' report and accompanying notes to the financial statements.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan

The following description of the Herbert J. Sims & Co., Inc 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established by Herbert J. Sims & Co., Inc. under an adoption agreement dated January 1, 1995. The Plan was last amended and restated to comply with the IRS Cycle 3 Restatement effective January 1, 2022. The Plan is a defined contribution plan covering substantially all full-time employees of Herbert J. Sims & Co., Inc., Sims Mortgage Funding, Inc., HJS Advisors, Inc. and Herbert J. Sims Capital Management, Inc. (collectively the "Company"), except for residents of Puerto Rico and temporary employees whose regularly scheduled service is than 1,000 hours. Employees are eligible to participate upon attainment of age 21 and 30 days of service. Employees are permitted to enter the Plan on the first day of each quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The board of directors of Herbert J. Sims & Co., Inc. are responsible for the administration of the Plan and determine the appropriateness of the Plan's investment offerings, as well as monitor investment performance.

On April 1, 2022, Empower Annuity Insurance Company of America ("EAICA"), formerly known as Great-West Life & Annuity Insurance Company, the parent company of Empower Retirement, LLC ("Empower") acquired the full-service retirement business of Prudential Financial, Inc. In connection with the transaction, Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB were acquired by Empower. On October 3, 2022, Prudential Retirement Insurance and Annuity Company was renamed Empower Annuity Insurance Company. Effective March 31, 2023, Prudential Bank & Trust, FSB merged into Empower Trust Company, LLC, an Empower affiliate, and all services performed by Prudential Bank & Trust, FSB will be assumed by Empower Trust Company, LLC.

Amendments

Effective January 1, 2022, the Plan was amended and restated to comply with the Internal Revenue Service's ("IRS") Cycle 3 restatement requirements.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions in 1% increments in various investment funds. The Plan currently offers shares of registered investment companies, pooled separate accounts, guaranteed income account or in a self-directed brokerage account managed by the participant in Pershing, LLC. Participants may change or transfer their investment options at any time via telephone or a secure internet website.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan (Continued)

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan, and in any combination of before-tax and after-tax (Roth) contribution. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company may elect to make discretionary matching contributions. During the year ended December 31, 2022, the Company elected to match 25 percent of participant's contributions if participant contributed less than 4 percent of their wages. The Company elected to match 1 percent of participant's contributions if participant contributed 4 percent or more.

Participants direct the investments of their contributions as well as Company contributions into various investment options offered by the Plan. Contributions are subject to certain limitations prescribed by the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contributions and company matching contributions, as well as allocations of Plan earnings (losses). Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after three years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the Prime Rate, as stated in the Wall Street Journal. Principal and interest are paid ratably through payroll deductions, on an after tax-basis, and must be repaid within 5 years. If the loan is taken for the purchase of a primary residence, the loan must be repaid within 15 years.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan (Continued)

Payment of Benefits

On termination of service due to death, disability or retirement, a participant or their beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance or a single sum of a portion of the participant's vested account balance. For termination of service due to other reasons, a participant may receive the value of their vested account balance as a lump-sum distribution or a rollover distribution. In-service withdrawals are permitted by the Plan from the participant's vested account at any time upon or after the occurrence of the participant's attainment of age 59 1/2. Hardship withdrawals are permitted by the Plan and shall be made from the vested portion of the participant's account balance.

Forfeited Accounts

At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$0 and \$117, respectively. These forfeitures may be used to offset the Plan's administrative costs or to reduce future employer's matching contributions. For the year ended December 31, 2022, forfeitures reduced the Company's discretionary matching contributions by \$15,104 and offset the Plan's administrative costs by \$2,112.

Note B

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Use of Estimates

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note B

Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document. No allowance for credit losses have been established as of December 31, 2022 and 2021.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

During October 2023, the Plan changed trustees and transferred Plan assets from Prudential Bank & Trust, FSB to Voya Institutional Trust Company. The Plan has evaluated subsequent events through January 19, 2024, the date the financial statements were available to be issued.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements

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

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

Inputs to the valuation methodology include:

Level 2

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

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

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

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

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

Pooled separate accounts: Valued at their net asset value (NAV) of units held. The net asset value (NAV) is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the pooled separate account less its liabilities.

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

Self-directed brokerage accounts: The self-directed accounts hold money market funds, corporate bonds, corporate bonds - private placements, insured deposits, mutual funds, corporate common stocks, municipal bonds, and preferred stocks. The following is a description of the Plan's valuation methodologies used for the self-directed brokerage accounts:

- *Money market:* Valued at cost which approximates fair value.
- *Corporate bonds:* Valued using observable inputs, such as observable trade prices, multiple broker/dealer quotes, related yield curves and other assumptions about the securities.
- *Corporate bonds - private placements:* Valued using unobservable inputs, such as discount rates, long-term revenue growth rates, operating margins, cap rates and other assumptions about the securities.
- *Insured deposits:* Valued at the daily closing price as reported by the bank. The insured deposits program is a sweep cash account covered by the Federal Deposit Insurance Corporation (FDIC). The insured deposits held by the Plan are deemed to be actively traded.
- *Mutual funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Corporate common stocks:* Valued at quoted market prices as of the last trading day of the year.
- *Municipal bonds:* Valued using observable inputs, such as observable credit quality, prevailing interest rates for bonds generally and similar bonds more specifically.
- *Preferred stocks:* Preferred and convertible securities are valued at quoted market prices as of the last trading day of the year.

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

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

Assets at Fair Value as of December 31, 2022

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 5,116,051	\$ -	\$ -	\$ 5,116,051
Self-directed brokerage accounts	<u>5,055,347</u>	<u>1,152,060</u>	<u>3,165,554</u>	<u>9,372,961</u>
Total assets in the fair value hierarchy	<u>\$ 10,171,398</u>	<u>\$ 1,152,060</u>	<u>\$ 3,165,554</u>	14,489,012
Total assets measured at NAV (a)				<u>6,799,807</u>
Total assets at fair value				<u>\$ 21,288,819</u>

Assets at Fair Value as of December 31, 2021

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 6,541,446	\$ -	\$ -	\$ 6,541,446
Self-directed brokerage accounts	<u>5,772,550</u>	<u>1,317,616</u>	<u>3,091,865</u>	<u>10,182,031</u>
Total assets in the fair value hierarchy	<u>\$ 12,313,996</u>	<u>\$ 1,317,616</u>	<u>\$ 3,091,865</u>	16,723,477
Total assets measured at NAV (a)				<u>8,147,029</u>
Total assets at fair value				<u>\$ 24,870,506</u>

(a) In accordance with ASC 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2022 and 2021.

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if Currently Available)</u>	<u>Redemption Notice Period</u>
December 31, 2022:				
Pooled separate accounts	\$ 6,799,807	N/A	Daily	None
December 31, 2021:				
Pooled separate accounts	\$ 8,147,029	N/A	Daily	None

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

Quantitative Information Regarding Internally-Priced Level 3 Assets

The tables below present quantitative information on significant internally-priced Level 3 assets as of December 31, 2022 and 2021:

	<u>Fair Value at 12/31/2022</u>	<u>Valuation Technique(s)</u>	<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
Direct venture capital investments: healthcare	\$ 3,165,554	Discounted cash flows	Discount rates Long-Term Revenue Growth Rate Operating Margins Cap Rates	10% - 25% (17.5%) 2% - 3% (2.5%) 12% - 45% (28.5%) 6% - 13% (9.5%)

	<u>Fair Value at 12/31/2021</u>	<u>Valuation Technique(s)</u>	<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
Direct venture capital investments: healthcare	\$ 3,091,865	Discounted cash flows	Discount rates Long-Term Revenue Growth Rate Operating Margins Cap Rates	10% - 25% (17.5%) 2% - 3% (2.5%) 12% - 45% (28.5%) 6% - 13% (9.5%)

Changes in Level 3 Assets

The following table describes changes in fair values of Level 3 assets as of the dates indicated, as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to those assets still held at the end of their respective periods. When a determination is made to classify assets within Level 3, the determination is based on significance of the unobservable inputs in the overall fair value measurement. All transfers are based on changes in the observability of the valuation inputs, including the availability of pricing service information that the Plan can validate. Transfers into Level 3 are generally the result of unobservable inputs utilized within valuation methodologies and the use of indicative broker quotes for assets that were previously valued using observable inputs. Transfers out of Level 3 are generally due to the use of observable inputs in valuation methodologies as well as the availability of pricing service information for certain assets that the Plan can validate.

<u>Description</u>	<u>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</u>	
	<u>Direct venture capital investments</u>	
	December 31, 2021	December 31, 2022
Beginning balance	\$ 2,978,427	\$ 3,091,865
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	(19,145)	(87,720)
Purchases, sales, issuances, and settlements (net)	<u>132,583</u>	<u>161,409</u>
Total	<u>\$ 3,091,865</u>	<u>\$ 3,165,554</u>

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note D

Investment Contract with Insurance Company

The Plan is invested in a fully benefit-responsive investment contract ("Guaranteed Income Fund") with the Prudential Retirement Insurance and Annuity Company (the "Issuer"). The Issuer maintains the contributions in its general account with no maturity date. The account is credited with earnings and charged for participant withdrawals and administrative expenses.

The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by the Issuer, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the Issuer's ability to meet its financial obligations. The Issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments. Generally, there are no events that limit the ability of the Plan to transact at contract value with the Issuer except limiting the Plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time. There are no events or circumstances that would allow the Issuer to terminate the fully benefit-responsive contract with the Plan and settle at an amount different from contract value.

Note E

Related-Party and Party-In-Interest Transactions

Certain Plan investments are managed by Prudential Bank & Trust, FSB, the Plan Trustee. The Plan Trustee also manages a group annuity insurance contract, issued by Prudential Retirement Insurance and Annuity Company. Therefore, investment transactions in these investments are considered to be exempt party-in-interest transactions under the Department of Labor's rules and regulations. Direct fees paid by the Plan to Prudential Retirement Insurance and Annuity Company amounted to \$4,369 for the year ended December 31, 2022.

Note F

Plan Termination

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note G

Tax Status

On December 4, 2020, the Internal Revenue Service ("IRS") stated that the non-standardized profit-sharing plan with CODA adopted by the Plan, as then designated, qualifies under Section 401(a) of the IRC. The Plan administrator timely adopted the approved Plan. The Plan administrator believes that the Plan is currently being operated in accordance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Note H

Risks and Uncertainties

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

Note I

Information Prepared and Certified by the Trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Prudential Bank & Trust, F.S.B. (trustee of the plan).

	<u>2022</u>	<u>2021</u>
Investments, at fair value:		
Pooled separate accounts	\$ 6,799,807	\$ 8,147,029
Mutual funds	\$ 5,116,051	\$ 6,541,445
Investments, at contract value:		
Guaranteed income fund	\$ 1,908,067	\$ 1,542,276
Notes receivable from participants	\$ 163,886	\$ 166,619
Net appreciation (depreciation) in fair value of investments	\$ (2,826,590)	
Interest and dividends	\$ 56,881	
Interest on notes receivable from participants	\$ 7,034	

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note J

Prohibited Transactions

During the years ended December 31, 2022, 2021 and 2020, the Company failed to remit to the Plan's trustee certain participant contributions within the period prescribed by Department of Labor regulations. Consequently, the Plan is considered to have engaged in non-exempt transactions with a party-in-interest. The Company is required to rectify the matter by paying lost earnings on the participant contributions that were remitted late.

Supplemental Schedules

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Form 5500, Schedule H, Line 4i
Schedule of Assets Held at End of Year
 EIN: 13-5213180, Plan: 002
 December 31, 2022

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	
Pooled Separate Accounts:			
*	Prudential Retirement Insurance and Annuity Company	CORE PLUS BOND/PGIM FD	** \$ 960,981
*	Prudential Retirement Insurance and Annuity Company	DRYDEN S&P 500 INDEX FUND	** 1,725,906
*	Prudential Retirement Insurance and Annuity Company	HIGH YIELD BOND / PRU	** 276,818
*	Prudential Retirement Insurance and Annuity Company	INTL GRO/ARTISAN	** 392,339
*	Prudential Retirement Insurance and Annuity Company	LCG/JP MORGAN INV MGMT	** 1,166,463
*	Prudential Retirement Insurance and Annuity Company	LCV/LSV ASSET MGMT	** 982,325
*	Prudential Retirement Insurance and Annuity Company	MCG/WESTFIELD CAPITAL	** 827,717
*	Prudential Retirement Insurance and Annuity Company	SCV/VAUGHAN NELSON	** <u>467,258</u>
Total pooled separate accounts			<u>6,799,807</u>
Mutual Funds:			
	T. ROWE PRICE 2045 RETIRE	Mutual fund	** 22,281
	T. ROWE PRICE 2035 RETIRE	Mutual fund	** 12,942
	MFS INTL INTRINSIC VAL R2	Mutual fund	** 492,716
	TROWE RETIREMENT 2050 R	Mutual fund	** 104,907
	JPMORGAN US RES ENH EQ A	Mutual fund	** 575,272
	T. ROWE PRICE 2055 RETIRE	Mutual fund	** 402,562
	IVY HIGH INCOME Y	Mutual fund	** 57,131
	IVY SCIENCE & TECHNOLOGY	Mutual fund	** 415,673
	PGIM JENNISON GRO A	Mutual fund	** 276,259
	COLUMBIA BALANCED R	Mutual fund	** 181,139
	BNY MELLON OP MIDCAP VALA	Mutual fund	** 1,134,039
	PIMCO REAL RET BOND FD A	Mutual fund	** 3,849
	FID ADV MID CAP VALUE A	Mutual fund	** 752,665
	PIMCO STOCKSPPLUS SM FD A	Mutual fund	** 364,582
	T. ROWE RET 2040 R	Mutual fund	** 188,532
	PIMCO INCOME FUND A	Mutual fund	** 101,269
	T. ROWE RET 2030 R	Mutual fund	** <u>30,233</u>
Total mutual fund accounts			<u>5,116,051</u>
*	Prudential Retirement Insurance and Annuity Company	Guaranteed income fund	** <u>1,908,067</u>
	Funds held by Pershing, LLC	Self-directed Brokerage Account	** <u>9,372,961</u>
*	Participant loans	Interest rates at 3.25 - 5.50%, various maturities	- <u>163,886</u>
			<u>\$ 23,360,772</u>

See independent auditors' report

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Form 5500, Schedule H, Part IV, Line 4a
Schedule of Delinquent Participant Contributions
 EIN: 13-5213180, Plan: 002
 Year ended December 31, 2022

Participant Contributions Transferred Late to Plan	<u>Total that Constitute Nonexempt Prohibited Transactions</u>			Total Fully Corrected Under VFCP and PTE 2002-51
	<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	
Check here if late participant loan repayments are included: ☒				
\$ <u>278,688</u>	\$ <u>278,688</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

See independent auditors' report

HERBERT J. SIMS & CO., INC. 401(K) SAVINGS & RETIREMENT PLAN

**FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

HERBERT J. SIMS & CO., INC. 401(K) SAVINGS & RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Fairfield, CT

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

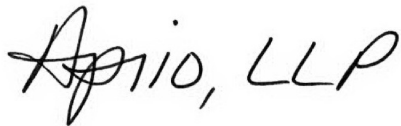
Supplemental Schedules Required by ERISA

The supplemental schedules of Assets Held at End of Year and Delinquent Participant Contributions as of or for the year ended December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

A handwritten signature in black ink that reads "Aprio, LLP". The signature is stylized, with the "A" being particularly large and the "P" having a loop.

Atlanta, Georgia
January 19, 2024

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments:		
At fair value	\$ 21,288,819	\$ 24,870,506
At contract value	<u>1,908,067</u>	<u>1,542,276</u>
Total investments	<u>23,196,886</u>	<u>26,412,782</u>
Receivables:		
Employer contributions	17,876	21,985
Notes receivable from participants	163,886	166,619
Participant contributions	<u>26,375</u>	<u>27,532</u>
Total receivables	<u>208,137</u>	<u>216,136</u>
Total assets	<u>23,405,023</u>	<u>26,628,918</u>
Net assets available for benefits	<u>\$ 23,405,023</u>	<u>\$ 26,628,918</u>

See independent auditors' report and accompanying notes to the financial statements.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2022

Additions (deductions):

Investment income (loss):

Net depreciation in fair value of investments	\$ (3,683,345)
Interest and dividends	<u>56,881</u>

Net investment income (loss)	<u>(3,626,464)</u>
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Interest income on notes receivable from participants	<u>7,034</u>
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Contributions:

Participants	1,406,099
Employer	152,367
Rollovers	<u>76,423</u>

Total contributions	<u>1,634,889</u>
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Total additions (deductions)	<u>(1,984,541)</u>
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Deductions:

Benefits paid to participants	(1,234,937)
Administrative expenses	<u>(4,417)</u>

Total deductions	<u>(1,239,354)</u>
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Net decrease in net assets available for benefits	(3,223,895)
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Net assets available for benefits:

Beginning of year	<u>26,628,918</u>
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End of year	<u><u>\$ 23,405,023</u></u>
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See independent auditors' report and accompanying notes to the financial statements.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan

The following description of the Herbert J. Sims & Co., Inc 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established by Herbert J. Sims & Co., Inc. under an adoption agreement dated January 1, 1995. The Plan was last amended and restated to comply with the IRS Cycle 3 Restatement effective January 1, 2022. The Plan is a defined contribution plan covering substantially all full-time employees of Herbert J. Sims & Co., Inc., Sims Mortgage Funding, Inc., HJS Advisors, Inc. and Herbert J. Sims Capital Management, Inc. (collectively the "Company"), except for residents of Puerto Rico and temporary employees whose regularly scheduled service is than 1,000 hours. Employees are eligible to participate upon attainment of age 21 and 30 days of service. Employees are permitted to enter the Plan on the first day of each quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The board of directors of Herbert J. Sims & Co., Inc. are responsible for the administration of the Plan and determine the appropriateness of the Plan's investment offerings, as well as monitor investment performance.

On April 1, 2022, Empower Annuity Insurance Company of America ("EAICA"), formerly known as Great-West Life & Annuity Insurance Company, the parent company of Empower Retirement, LLC ("Empower") acquired the full-service retirement business of Prudential Financial, Inc. In connection with the transaction, Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB were acquired by Empower. On October 3, 2022, Prudential Retirement Insurance and Annuity Company was renamed Empower Annuity Insurance Company. Effective March 31, 2023, Prudential Bank & Trust, FSB merged into Empower Trust Company, LLC, an Empower affiliate, and all services performed by Prudential Bank & Trust, FSB will be assumed by Empower Trust Company, LLC.

Amendments

Effective January 1, 2022, the Plan was amended and restated to comply with the Internal Revenue Service's ("IRS") Cycle 3 restatement requirements.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions in 1% increments in various investment funds. The Plan currently offers shares of registered investment companies, pooled separate accounts, guaranteed income account or in a self-directed brokerage account managed by the participant in Pershing, LLC. Participants may change or transfer their investment options at any time via telephone or a secure internet website.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan (Continued)

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan, and in any combination of before-tax and after-tax (Roth) contribution. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company may elect to make discretionary matching contributions. During the year ended December 31, 2022, the Company elected to match 25 percent of participant's contributions if participant contributed less than 4 percent of their wages. The Company elected to match 1 percent of participant's contributions if participant contributed 4 percent or more.

Participants direct the investments of their contributions as well as Company contributions into various investment options offered by the Plan. Contributions are subject to certain limitations prescribed by the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contributions and company matching contributions, as well as allocations of Plan earnings (losses). Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after three years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the Prime Rate, as stated in the Wall Street Journal. Principal and interest are paid ratably through payroll deductions, on an after tax-basis, and must be repaid within 5 years. If the loan is taken for the purchase of a primary residence, the loan must be repaid within 15 years.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan (Continued)

Payment of Benefits

On termination of service due to death, disability or retirement, a participant or their beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance or a single sum of a portion of the participant's vested account balance. For termination of service due to other reasons, a participant may receive the value of their vested account balance as a lump-sum distribution or a rollover distribution. In-service withdrawals are permitted by the Plan from the participant's vested account at any time upon or after the occurrence of the participant's attainment of age 59 1/2. Hardship withdrawals are permitted by the Plan and shall be made from the vested portion of the participant's account balance.

Forfeited Accounts

At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$0 and \$117, respectively. These forfeitures may be used to offset the Plan's administrative costs or to reduce future employer's matching contributions. For the year ended December 31, 2022, forfeitures reduced the Company's discretionary matching contributions by \$15,104 and offset the Plan's administrative costs by \$2,112.

Note B

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Use of Estimates

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note B

Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document. No allowance for credit losses have been established as of December 31, 2022 and 2021.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

During October 2023, the Plan changed trustees and transferred Plan assets from Prudential Bank & Trust, FSB to Voya Institutional Trust Company. The Plan has evaluated subsequent events through January 19, 2024, the date the financial statements were available to be issued.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements

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

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

Inputs to the valuation methodology include:

Level 2

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

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

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

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

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

Pooled separate accounts: Valued at their net asset value (NAV) of units held. The net asset value (NAV) is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the pooled separate account less its liabilities.

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

Self-directed brokerage accounts: The self-directed accounts hold money market funds, corporate bonds, corporate bonds - private placements, insured deposits, mutual funds, corporate common stocks, municipal bonds, and preferred stocks. The following is a description of the Plan's valuation methodologies used for the self-directed brokerage accounts:

- *Money market:* Valued at cost which approximates fair value.
- *Corporate bonds:* Valued using observable inputs, such as observable trade prices, multiple broker/dealer quotes, related yield curves and other assumptions about the securities.
- *Corporate bonds - private placements:* Valued using unobservable inputs, such as discount rates, long-term revenue growth rates, operating margins, cap rates and other assumptions about the securities.
- *Insured deposits:* Valued at the daily closing price as reported by the bank. The insured deposits program is a sweep cash account covered by the Federal Deposit Insurance Corporation (FDIC). The insured deposits held by the Plan are deemed to be actively traded.
- *Mutual funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Corporate common stocks:* Valued at quoted market prices as of the last trading day of the year.
- *Municipal bonds:* Valued using observable inputs, such as observable credit quality, prevailing interest rates for bonds generally and similar bonds more specifically.
- *Preferred stocks:* Preferred and convertible securities are valued at quoted market prices as of the last trading day of the year.

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

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

Assets at Fair Value as of December 31, 2022

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 5,116,051	\$ -	\$ -	\$ 5,116,051
Self-directed brokerage accounts	<u>5,055,347</u>	<u>1,152,060</u>	<u>3,165,554</u>	<u>9,372,961</u>
Total assets in the fair value hierarchy	<u>\$ 10,171,398</u>	<u>\$ 1,152,060</u>	<u>\$ 3,165,554</u>	14,489,012
Total assets measured at NAV (a)				<u>6,799,807</u>
Total assets at fair value				<u>\$ 21,288,819</u>

Assets at Fair Value as of December 31, 2021

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 6,541,446	\$ -	\$ -	\$ 6,541,446
Self-directed brokerage accounts	<u>5,772,550</u>	<u>1,317,616</u>	<u>3,091,865</u>	<u>10,182,031</u>
Total assets in the fair value hierarchy	<u>\$ 12,313,996</u>	<u>\$ 1,317,616</u>	<u>\$ 3,091,865</u>	16,723,477
Total assets measured at NAV (a)				<u>8,147,029</u>
Total assets at fair value				<u>\$ 24,870,506</u>

(a) In accordance with ASC 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2022 and 2021.

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if Currently Available)</u>	<u>Redemption Notice Period</u>
December 31, 2022:				
Pooled separate accounts	\$ 6,799,807	N/A	Daily	None
December 31, 2021:				
Pooled separate accounts	\$ 8,147,029	N/A	Daily	None

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

Quantitative Information Regarding Internally-Priced Level 3 Assets

The tables below present quantitative information on significant internally-priced Level 3 assets as of December 31, 2022 and 2021:

	<u>Fair Value at 12/31/2022</u>	<u>Valuation Technique(s)</u>	<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
Direct venture capital investments: healthcare	\$ 3,165,554	Discounted cash flows	Discount rates Long-Term Revenue Growth Rate Operating Margins Cap Rates	10% - 25% (17.5%) 2% - 3% (2.5%) 12% - 45% (28.5%) 6% - 13% (9.5%)

	<u>Fair Value at 12/31/2021</u>	<u>Valuation Technique(s)</u>	<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
Direct venture capital investments: healthcare	\$ 3,091,865	Discounted cash flows	Discount rates Long-Term Revenue Growth Rate Operating Margins Cap Rates	10% - 25% (17.5%) 2% - 3% (2.5%) 12% - 45% (28.5%) 6% - 13% (9.5%)

Changes in Level 3 Assets

The following table describes changes in fair values of Level 3 assets as of the dates indicated, as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to those assets still held at the end of their respective periods. When a determination is made to classify assets within Level 3, the determination is based on significance of the unobservable inputs in the overall fair value measurement. All transfers are based on changes in the observability of the valuation inputs, including the availability of pricing service information that the Plan can validate. Transfers into Level 3 are generally the result of unobservable inputs utilized within valuation methodologies and the use of indicative broker quotes for assets that were previously valued using observable inputs. Transfers out of Level 3 are generally due to the use of observable inputs in valuation methodologies as well as the availability of pricing service information for certain assets that the Plan can validate.

<u>Description</u>	<u>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</u>	
	<u>Direct venture capital investments</u>	
	December 31, 2021	December 31, 2022
Beginning balance	\$ 2,978,427	\$ 3,091,865
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	(19,145)	(87,720)
Purchases, sales, issuances, and settlements (net)	132,583	161,409
Total	<u>\$ 3,091,865</u>	<u>\$ 3,165,554</u>

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note D

Investment Contract with Insurance Company

The Plan is invested in a fully benefit-responsive investment contract ("Guaranteed Income Fund") with the Prudential Retirement Insurance and Annuity Company (the "Issuer"). The Issuer maintains the contributions in its general account with no maturity date. The account is credited with earnings and charged for participant withdrawals and administrative expenses.

The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by the Issuer, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the Issuer's ability to meet its financial obligations. The Issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments. Generally, there are no events that limit the ability of the Plan to transact at contract value with the Issuer except limiting the Plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time. There are no events or circumstances that would allow the Issuer to terminate the fully benefit-responsive contract with the Plan and settle at an amount different from contract value.

Note E

Related-Party and Party-In-Interest Transactions

Certain Plan investments are managed by Prudential Bank & Trust, FSB, the Plan Trustee. The Plan Trustee also manages a group annuity insurance contract, issued by Prudential Retirement Insurance and Annuity Company. Therefore, investment transactions in these investments are considered to be exempt party-in-interest transactions under the Department of Labor's rules and regulations. Direct fees paid by the Plan to Prudential Retirement Insurance and Annuity Company amounted to \$4,369 for the year ended December 31, 2022.

Note F

Plan Termination

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note G

Tax Status

On December 4, 2020, the Internal Revenue Service ("IRS") stated that the non-standardized profit-sharing plan with CODA adopted by the Plan, as then designated, qualifies under Section 401(a) of the IRC. The Plan administrator timely adopted the approved Plan. The Plan administrator believes that the Plan is currently being operated in accordance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Note H

Risks and Uncertainties

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

Note I

Information Prepared and Certified by the Trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Prudential Bank & Trust, F.S.B. (trustee of the plan).

	<u>2022</u>	<u>2021</u>
Investments, at fair value:		
Pooled separate accounts	\$ 6,799,807	\$ 8,147,029
Mutual funds	\$ 5,116,051	\$ 6,541,445
Investments, at contract value:		
Guaranteed income fund	\$ 1,908,067	\$ 1,542,276
Notes receivable from participants	\$ 163,886	\$ 166,619
Net appreciation (depreciation) in fair value of investments	\$ (2,826,590)	
Interest and dividends	\$ 56,881	
Interest on notes receivable from participants	\$ 7,034	

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note J

Prohibited Transactions

During the years ended December 31, 2022, 2021 and 2020, the Company failed to remit to the Plan's trustee certain participant contributions within the period prescribed by Department of Labor regulations. Consequently, the Plan is considered to have engaged in non-exempt transactions with a party-in-interest. The Company is required to rectify the matter by paying lost earnings on the participant contributions that were remitted late.

Supplemental Schedules

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Form 5500, Schedule H, Line 4i
Schedule of Assets Held at End of Year
 EIN: 13-5213180, Plan: 002
 December 31, 2022

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	
Pooled Separate Accounts:			
*	Prudential Retirement Insurance and Annuity Company	CORE PLUS BOND/PGIM FD	** \$ 960,981
*	Prudential Retirement Insurance and Annuity Company	DRYDEN S&P 500 INDEX FUND	** 1,725,906
*	Prudential Retirement Insurance and Annuity Company	HIGH YIELD BOND / PRU	** 276,818
*	Prudential Retirement Insurance and Annuity Company	INTL GRO/ARTISAN	** 392,339
*	Prudential Retirement Insurance and Annuity Company	LCG/JP MORGAN INV MGMT	** 1,166,463
*	Prudential Retirement Insurance and Annuity Company	LCV/LSV ASSET MGMT	** 982,325
*	Prudential Retirement Insurance and Annuity Company	MCG/WESTFIELD CAPITAL	** 827,717
*	Prudential Retirement Insurance and Annuity Company	SCV/VAUGHAN NELSON	** <u>467,258</u>
Total pooled separate accounts			<u>6,799,807</u>
Mutual Funds:			
	T. ROWE PRICE 2045 RETIRE	Mutual fund	** 22,281
	T. ROWE PRICE 2035 RETIRE	Mutual fund	** 12,942
	MFS INTL INTRINSIC VAL R2	Mutual fund	** 492,716
	TROWE RETIREMENT 2050 R	Mutual fund	** 104,907
	JPMORGAN US RES ENH EQ A	Mutual fund	** 575,272
	T. ROWE PRICE 2055 RETIRE	Mutual fund	** 402,562
	IVY HIGH INCOME Y	Mutual fund	** 57,131
	IVY SCIENCE & TECHNOLOGY	Mutual fund	** 415,673
	PGIM JENNISON GRO A	Mutual fund	** 276,259
	COLUMBIA BALANCED R	Mutual fund	** 181,139
	BNY MELLON OP MIDCAP VALA	Mutual fund	** 1,134,039
	PIMCO REAL RET BOND FD A	Mutual fund	** 3,849
	FID ADV MID CAP VALUE A	Mutual fund	** 752,665
	PIMCO STOCKSPPLUS SM FD A	Mutual fund	** 364,582
	T. ROWE RET 2040 R	Mutual fund	** 188,532
	PIMCO INCOME FUND A	Mutual fund	** 101,269
	T. ROWE RET 2030 R	Mutual fund	** <u>30,233</u>
Total mutual fund accounts			<u>5,116,051</u>
*	Prudential Retirement Insurance and Annuity Company	Guaranteed income fund	** <u>1,908,067</u>
	Funds held by Pershing, LLC	Self-directed Brokerage Account	** <u>9,372,961</u>
*	Participant loans	Interest rates at 3.25 - 5.50%, various maturities	- <u>163,886</u>
			<u>\$ 23,360,772</u>

See independent auditors' report

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Form 5500, Schedule H, Part IV, Line 4a
Schedule of Delinquent Participant Contributions
 EIN: 13-5213180, Plan: 002
 Year ended December 31, 2022

Participant Contributions Transferred Late to Plan	<u>Total that Constitute Nonexempt Prohibited Transactions</u>			Total Fully Corrected Under VFCP and PTE 2002-51
	<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	
Check here if late participant loan repayments are included: ☒				
\$ <u>278,688</u>	\$ <u>278,688</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

See independent auditors' report

HERBERT J. SIMS & CO., INC. 401(K) SAVINGS & RETIREMENT PLAN

**FINANCIAL STATEMENTS
DECEMBER 31, 2022 AND 2021**

HERBERT J. SIMS & CO., INC. 401(K) SAVINGS & RETIREMENT PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of the
Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Fairfield, CT

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

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

Management, having determined it is permissible in the circumstances, has elected to have the audits of Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

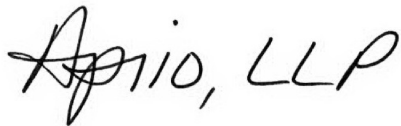
Supplemental Schedules Required by ERISA

The supplemental schedules of Assets Held at End of Year and Delinquent Participant Contributions as of or for the year ended December 31, 2022, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

A handwritten signature in black ink that reads "Aprio, LLP". The signature is stylized, with the first letter 'A' being particularly large and the letters 'p', 'r', 'i', 'o' following in a cursive-like fashion. The comma and 'LLP' are written more plainly.

Atlanta, Georgia
January 19, 2024

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Statements of Net Assets Available for Benefits

December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Investments:		
At fair value	\$ 21,288,819	\$ 24,870,506
At contract value	<u>1,908,067</u>	<u>1,542,276</u>
Total investments	<u>23,196,886</u>	<u>26,412,782</u>
Receivables:		
Employer contributions	17,876	21,985
Notes receivable from participants	163,886	166,619
Participant contributions	<u>26,375</u>	<u>27,532</u>
Total receivables	<u>208,137</u>	<u>216,136</u>
Total assets	<u>23,405,023</u>	<u>26,628,918</u>
Net assets available for benefits	<u>\$ 23,405,023</u>	<u>\$ 26,628,918</u>

See independent auditors' report and accompanying notes to the financial statements.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2022

Additions (deductions):

Investment income (loss):

Net depreciation in fair value of investments	\$ (3,683,345)
Interest and dividends	<u>56,881</u>

Net investment income (loss)	<u>(3,626,464)</u>
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Interest income on notes receivable from participants	<u>7,034</u>
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Contributions:

Participants	1,406,099
Employer	152,367
Rollovers	<u>76,423</u>

Total contributions	<u>1,634,889</u>
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Total additions (deductions)	<u>(1,984,541)</u>
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Deductions:

Benefits paid to participants	(1,234,937)
Administrative expenses	<u>(4,417)</u>

Total deductions	<u>(1,239,354)</u>
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Net decrease in net assets available for benefits	(3,223,895)
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Net assets available for benefits:

Beginning of year	<u>26,628,918</u>
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End of year	<u><u>\$ 23,405,023</u></u>
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See independent auditors' report and accompanying notes to the financial statements.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan

The following description of the Herbert J. Sims & Co., Inc 401(k) Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan was established by Herbert J. Sims & Co., Inc. under an adoption agreement dated January 1, 1995. The Plan was last amended and restated to comply with the IRS Cycle 3 Restatement effective January 1, 2022. The Plan is a defined contribution plan covering substantially all full-time employees of Herbert J. Sims & Co., Inc., Sims Mortgage Funding, Inc., HJS Advisors, Inc. and Herbert J. Sims Capital Management, Inc. (collectively the "Company"), except for residents of Puerto Rico and temporary employees whose regularly scheduled service is than 1,000 hours. Employees are eligible to participate upon attainment of age 21 and 30 days of service. Employees are permitted to enter the Plan on the first day of each quarter. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The board of directors of Herbert J. Sims & Co., Inc. are responsible for the administration of the Plan and determine the appropriateness of the Plan's investment offerings, as well as monitor investment performance.

On April 1, 2022, Empower Annuity Insurance Company of America ("EAICA"), formerly known as Great-West Life & Annuity Insurance Company, the parent company of Empower Retirement, LLC ("Empower") acquired the full-service retirement business of Prudential Financial, Inc. In connection with the transaction, Prudential Retirement Insurance and Annuity Company and Prudential Bank & Trust, FSB were acquired by Empower. On October 3, 2022, Prudential Retirement Insurance and Annuity Company was renamed Empower Annuity Insurance Company. Effective March 31, 2023, Prudential Bank & Trust, FSB merged into Empower Trust Company, LLC, an Empower affiliate, and all services performed by Prudential Bank & Trust, FSB will be assumed by Empower Trust Company, LLC.

Amendments

Effective January 1, 2022, the Plan was amended and restated to comply with the Internal Revenue Service's ("IRS") Cycle 3 restatement requirements.

Investment Options

Upon enrollment in the Plan, a participant may direct employee and employer contributions in 1% increments in various investment funds. The Plan currently offers shares of registered investment companies, pooled separate accounts, guaranteed income account or in a self-directed brokerage account managed by the participant in Pershing, LLC. Participants may change or transfer their investment options at any time via telephone or a secure internet website.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan (Continued)

Contributions

Each year, participants may contribute up to 100 percent of pretax annual compensation, as defined in the Plan, and in any combination of before-tax and after-tax (Roth) contribution. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollovers). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions.

The Company may elect to make discretionary matching contributions. During the year ended December 31, 2022, the Company elected to match 25 percent of participant's contributions if participant contributed less than 4 percent of their wages. The Company elected to match 1 percent of participant's contributions if participant contributed 4 percent or more.

Participants direct the investments of their contributions as well as Company contributions into various investment options offered by the Plan. Contributions are subject to certain limitations prescribed by the Internal Revenue Code.

Participant Accounts

Each participant's account is credited with the participant's contributions and company matching contributions, as well as allocations of Plan earnings (losses). Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after three years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at the Prime Rate, as stated in the Wall Street Journal. Principal and interest are paid ratably through payroll deductions, on an after tax-basis, and must be repaid within 5 years. If the loan is taken for the purchase of a primary residence, the loan must be repaid within 15 years.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note A

Description of Plan (Continued)

Payment of Benefits

On termination of service due to death, disability or retirement, a participant or their beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested account balance or a single sum of a portion of the participant's vested account balance. For termination of service due to other reasons, a participant may receive the value of their vested account balance as a lump-sum distribution or a rollover distribution. In-service withdrawals are permitted by the Plan from the participant's vested account at any time upon or after the occurrence of the participant's attainment of age 59 1/2. Hardship withdrawals are permitted by the Plan and shall be made from the vested portion of the participant's account balance.

Forfeited Accounts

At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$0 and \$117, respectively. These forfeitures may be used to offset the Plan's administrative costs or to reduce future employer's matching contributions. For the year ended December 31, 2022, forfeitures reduced the Company's discretionary matching contributions by \$15,104 and offset the Plan's administrative costs by \$2,112.

Note B

Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

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

Use of Estimates

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note B

Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition

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

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the plan document. No allowance for credit losses have been established as of December 31, 2022 and 2021.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events

During October 2023, the Plan changed trustees and transferred Plan assets from Prudential Bank & Trust, FSB to Voya Institutional Trust Company. The Plan has evaluated subsequent events through January 19, 2024, the date the financial statements were available to be issued.

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements

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

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

Inputs to the valuation methodology include:

Level 2

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

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

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

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

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

Pooled separate accounts: Valued at their net asset value (NAV) of units held. The net asset value (NAV) is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the pooled separate account less its liabilities.

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

Self-directed brokerage accounts: The self-directed accounts hold money market funds, corporate bonds, corporate bonds - private placements, insured deposits, mutual funds, corporate common stocks, municipal bonds, and preferred stocks. The following is a description of the Plan's valuation methodologies used for the self-directed brokerage accounts:

- *Money market:* Valued at cost which approximates fair value.
- *Corporate bonds:* Valued using observable inputs, such as observable trade prices, multiple broker/dealer quotes, related yield curves and other assumptions about the securities.
- *Corporate bonds - private placements:* Valued using unobservable inputs, such as discount rates, long-term revenue growth rates, operating margins, cap rates and other assumptions about the securities.
- *Insured deposits:* Valued at the daily closing price as reported by the bank. The insured deposits program is a sweep cash account covered by the Federal Deposit Insurance Corporation (FDIC). The insured deposits held by the Plan are deemed to be actively traded.
- *Mutual funds:* Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.
- *Corporate common stocks:* Valued at quoted market prices as of the last trading day of the year.
- *Municipal bonds:* Valued using observable inputs, such as observable credit quality, prevailing interest rates for bonds generally and similar bonds more specifically.
- *Preferred stocks:* Preferred and convertible securities are valued at quoted market prices as of the last trading day of the year.

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

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

Assets at Fair Value as of December 31, 2022

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 5,116,051	\$ -	\$ -	\$ 5,116,051
Self-directed brokerage accounts	<u>5,055,347</u>	<u>1,152,060</u>	<u>3,165,554</u>	<u>9,372,961</u>
Total assets in the fair value hierarchy	<u>\$ 10,171,398</u>	<u>\$ 1,152,060</u>	<u>\$ 3,165,554</u>	14,489,012
Total assets measured at NAV (a)				<u>6,799,807</u>
Total assets at fair value				<u>\$ 21,288,819</u>

Assets at Fair Value as of December 31, 2021

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 6,541,446	\$ -	\$ -	\$ 6,541,446
Self-directed brokerage accounts	<u>5,772,550</u>	<u>1,317,616</u>	<u>3,091,865</u>	<u>10,182,031</u>
Total assets in the fair value hierarchy	<u>\$ 12,313,996</u>	<u>\$ 1,317,616</u>	<u>\$ 3,091,865</u>	16,723,477
Total assets measured at NAV (a)				<u>8,147,029</u>
Total assets at fair value				<u>\$ 24,870,506</u>

(a) In accordance with ASC 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Fair Value of Investments in Entities that Use NAV

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2022 and 2021.

	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency (if Currently Available)</u>	<u>Redemption Notice Period</u>
December 31, 2022:				
Pooled separate accounts	\$ 6,799,807	N/A	Daily	None
December 31, 2021:				
Pooled separate accounts	\$ 8,147,029	N/A	Daily	None

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note C

Fair Value Measurements (Continued)

Quantitative Information Regarding Internally-Priced Level 3 Assets

The tables below present quantitative information on significant internally-priced Level 3 assets as of December 31, 2022 and 2021:

	<u>Fair Value at 12/31/2022</u>	<u>Valuation Technique(s)</u>	<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
Direct venture capital investments: healthcare	\$ 3,165,554	Discounted cash flows	Discount rates Long-Term Revenue Growth Rate Operating Margins Cap Rates	10% - 25% (17.5%) 2% - 3% (2.5%) 12% - 45% (28.5%) 6% - 13% (9.5%)

	<u>Fair Value at 12/31/2021</u>	<u>Valuation Technique(s)</u>	<u>Unobservable Inputs</u>	<u>Range (Weighted Average)</u>
Direct venture capital investments: healthcare	\$ 3,091,865	Discounted cash flows	Discount rates Long-Term Revenue Growth Rate Operating Margins Cap Rates	10% - 25% (17.5%) 2% - 3% (2.5%) 12% - 45% (28.5%) 6% - 13% (9.5%)

Changes in Level 3 Assets

The following table describes changes in fair values of Level 3 assets as of the dates indicated, as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to those assets still held at the end of their respective periods. When a determination is made to classify assets within Level 3, the determination is based on significance of the unobservable inputs in the overall fair value measurement. All transfers are based on changes in the observability of the valuation inputs, including the availability of pricing service information that the Plan can validate. Transfers into Level 3 are generally the result of unobservable inputs utilized within valuation methodologies and the use of indicative broker quotes for assets that were previously valued using observable inputs. Transfers out of Level 3 are generally due to the use of observable inputs in valuation methodologies as well as the availability of pricing service information for certain assets that the Plan can validate.

<u>Description</u>	<u>Fair Value Measurements Using Significant Unobservable Inputs (Level 3)</u>	
	<u>Direct venture capital investments</u>	
	<u>December 31, 2021</u>	<u>December 31, 2022</u>
Beginning balance	\$ 2,978,427	\$ 3,091,865
Total gains or losses (realized and unrealized) included in changes in net assets available for benefits	(19,145)	(87,720)
Purchases, sales, issuances, and settlements (net)	<u>132,583</u>	<u>161,409</u>
Total	<u>\$ 3,091,865</u>	<u>\$ 3,165,554</u>

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note D

Investment Contract with Insurance Company

The Plan is invested in a fully benefit-responsive investment contract ("Guaranteed Income Fund") with the Prudential Retirement Insurance and Annuity Company (the "Issuer"). The Issuer maintains the contributions in its general account with no maturity date. The account is credited with earnings and charged for participant withdrawals and administrative expenses.

The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by the Issuer, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the Issuer's ability to meet its financial obligations. The Issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments. Generally, there are no events that limit the ability of the Plan to transact at contract value with the Issuer except limiting the Plan to transact at contract value paid within 90 days or in rare circumstances, contract value paid over time. There are no events or circumstances that would allow the Issuer to terminate the fully benefit-responsive contract with the Plan and settle at an amount different from contract value.

Note E

Related-Party and Party-In-Interest Transactions

Certain Plan investments are managed by Prudential Bank & Trust, FSB, the Plan Trustee. The Plan Trustee also manages a group annuity insurance contract, issued by Prudential Retirement Insurance and Annuity Company. Therefore, investment transactions in these investments are considered to be exempt party-in-interest transactions under the Department of Labor's rules and regulations. Direct fees paid by the Plan to Prudential Retirement Insurance and Annuity Company amounted to \$4,369 for the year ended December 31, 2022.

Note F

Plan Termination

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

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note G

Tax Status

On December 4, 2020, the Internal Revenue Service ("IRS") stated that the non-standardized profit-sharing plan with CODA adopted by the Plan, as then designated, qualifies under Section 401(a) of the IRC. The Plan administrator timely adopted the approved Plan. The Plan administrator believes that the Plan is currently being operated in accordance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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

Note H

Risks and Uncertainties

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

Note I

Information Prepared and Certified by the Trustee

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by Prudential Bank & Trust, F.S.B. (trustee of the plan).

	<u>2022</u>	<u>2021</u>
Investments, at fair value:		
Pooled separate accounts	\$ 6,799,807	\$ 8,147,029
Mutual funds	\$ 5,116,051	\$ 6,541,445
Investments, at contract value:		
Guaranteed income fund	\$ 1,908,067	\$ 1,542,276
Notes receivable from participants	\$ 163,886	\$ 166,619
Net appreciation (depreciation) in fair value of investments	\$ (2,826,590)	
Interest and dividends	\$ 56,881	
Interest on notes receivable from participants	\$ 7,034	

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan

Notes to Financial Statements

December 31, 2022 and 2021

Note J

Prohibited Transactions

During the years ended December 31, 2022, 2021 and 2020, the Company failed to remit to the Plan's trustee certain participant contributions within the period prescribed by Department of Labor regulations. Consequently, the Plan is considered to have engaged in non-exempt transactions with a party-in-interest. The Company is required to rectify the matter by paying lost earnings on the participant contributions that were remitted late.

Supplemental Schedules

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Form 5500, Schedule H, Line 4i
Schedule of Assets Held at End of Year
 EIN: 13-5213180, Plan: 002
 December 31, 2022

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral Par or Maturity Value	
Pooled Separate Accounts:			
*	Prudential Retirement Insurance and Annuity Company	CORE PLUS BOND/PGIM FD	** \$ 960,981
*	Prudential Retirement Insurance and Annuity Company	DRYDEN S&P 500 INDEX FUND	** 1,725,906
*	Prudential Retirement Insurance and Annuity Company	HIGH YIELD BOND / PRU	** 276,818
*	Prudential Retirement Insurance and Annuity Company	INTL GRO/ARTISAN	** 392,339
*	Prudential Retirement Insurance and Annuity Company	LCG/JP MORGAN INV MGMT	** 1,166,463
*	Prudential Retirement Insurance and Annuity Company	LCV/LSV ASSET MGMT	** 982,325
*	Prudential Retirement Insurance and Annuity Company	MCG/WESTFIELD CAPITAL	** 827,717
*	Prudential Retirement Insurance and Annuity Company	SCV/VAUGHAN NELSON	** <u>467,258</u>
Total pooled separate accounts			<u>6,799,807</u>
Mutual Funds:			
	T. ROWE PRICE 2045 RETIRE	Mutual fund	** 22,281
	T. ROWE PRICE 2035 RETIRE	Mutual fund	** 12,942
	MFS INTL INTRINSIC VAL R2	Mutual fund	** 492,716
	TROWE RETIREMENT 2050 R	Mutual fund	** 104,907
	JPMORGAN US RES ENH EQ A	Mutual fund	** 575,272
	T. ROWE PRICE 2055 RETIRE	Mutual fund	** 402,562
	IVY HIGH INCOME Y	Mutual fund	** 57,131
	IVY SCIENCE & TECHNOLOGY	Mutual fund	** 415,673
	PGIM JENNISON GRO A	Mutual fund	** 276,259
	COLUMBIA BALANCED R	Mutual fund	** 181,139
	BNY MELLON OP MIDCAP VALA	Mutual fund	** 1,134,039
	PIMCO REAL RET BOND FD A	Mutual fund	** 3,849
	FID ADV MID CAP VALUE A	Mutual fund	** 752,665
	PIMCO STOCKSPPLUS SM FD A	Mutual fund	** 364,582
	T. ROWE RET 2040 R	Mutual fund	** 188,532
	PIMCO INCOME FUND A	Mutual fund	** 101,269
	T. ROWE RET 2030 R	Mutual fund	** <u>30,233</u>
Total mutual fund accounts			<u>5,116,051</u>
*	Prudential Retirement Insurance and Annuity Company	Guaranteed income fund	** <u>1,908,067</u>
	Funds held by Pershing, LLC	Self-directed Brokerage Account	** <u>9,372,961</u>
*	Participant loans	Interest rates at 3.25 - 5.50%, various maturities	- <u>163,886</u>
			<u>\$ 23,360,772</u>

See independent auditors' report

Herbert J. Sims & Co., Inc. 401(k) Savings & Retirement Plan
Form 5500, Schedule H, Part IV, Line 4a
Schedule of Delinquent Participant Contributions
 EIN: 13-5213180, Plan: 002
 Year ended December 31, 2022

Participant Contributions Transferred Late to Plan	<u>Total that Constitute Nonexempt Prohibited Transactions</u>			Total Fully Corrected Under VFCP and PTE 2002-51
	<u>Contributions Not Corrected</u>	<u>Contributions Corrected Outside VFCP</u>	<u>Contributions Pending Correction in VFCP</u>	
Check here if late participant loan repayments are included: ☒				
\$ <u>278,688</u>	\$ <u>278,688</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>-</u>

See independent auditors' report