Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [X] 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
IN-SHAPE HEALTH CLUBS 401(K) PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2002

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)
IN-SHAPE SOLUTIONS, LLC

6507 PACIFIC AVE.
#344
STOCKTON, CA 95207

2b Employer Identification Number (EIN)
86-1688699

2c Plan Sponsor's telephone number
209-472-2231

2d Business code (see instructions)
713900

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.	03/01/2024	GINA AARON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a	Plan administrator's name and address [X] 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:	**4b**	EIN
a	Sponsor's name	**4d**	PN
c	Plan Name		
5	Total number of participants at the beginning of the plan year	**5**	3048
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)**	1171
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1367
b	Retired or separated participants receiving benefits	**6b**	5
c	Other retired or separated participants entitled to future benefits	**6c**	369
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1741
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	1741
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1687
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 2F 2G 2J 2S 2T 3B 3D 3F

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)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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	**B** Three-digit plan number (PN) ▶
IN-SHAPE HEALTH CLUBS 401(K) PLAN	002

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
IN-SHAPE SOLUTIONS, LLC	86-1688699

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

NEWPORT GROUP, INC.

27-2037969

(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 21	RECORD-KEEPER	146155	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [ ] No [X]

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
IN-SHAPE HEALTH CLUBS 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
IN-SHAPE SOLUTIONS, LLC

D Employer Identification Number (EIN)
86-1688699

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE FUND

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

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)
04-3159710-202	C	103155

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)

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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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)

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

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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 01/01/2022 and ending 12/31/2022

A Name of plan
IN-SHAPE HEALTH CLUBS 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IN-SHAPE SOLUTIONS, LLC

D Employer Identification Number (EIN)
86-1688699

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	71579	934425
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	95209	203853
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	165789	169889
(9) Value of interest in common/collective trusts	1c(9)	99523	103155
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7498838	5527423
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	7930938	6938745
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	7930938	6938745

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)		
(B) Participants	2a(1)(B)	897779	
(C) Others (including rollovers)	2a(1)(C)	4265	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		902044
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)	10198	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10198
(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)	198923	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		198923
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1554988
c Other income	2c		971490
d Total income. Add all **income** amounts in column (b) and enter total	2d		527667
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1373693	
(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)		1373693
f Corrective distributions (see instructions)	2f		12
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)	146155	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		146155
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1519860
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-992193
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) [X] 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) [X] 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: CAMPBELL TAYLOR WASHBURN **(2)** EIN: 68-0251243

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:

		Yes	No	Amount
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.)	4a	X		235807

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

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

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

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

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
IN-SHAPE HEALTH CLUBS 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
IN-SHAPE SOLUTIONS, LLC

D Employer Identification Number (EIN)
86-1688699

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): 75-3182674

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**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

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

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

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation_____

Financial Statements and
Independent Auditor's Report of

IN-SHAPE HEALTH CLUBS 401(K) PLAN

December 31, 2021 and 2020

Campbell Taylor Washburn
Certified Public Accountants & Consultants

IN-SHAPE HEALTH CLUBS 401(K) PLAN

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Campbell Taylor Washburn
Certified Public Accountants & Consultants

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INDEPENDENT AUDITOR'S REPORT

To the Plan Committee
In-Shape Health Clubs 401(k) Plan
Stockton, California

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

We have performed audits of the financial statements of In-Shape Health Clubs 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2021 and 2020, and the related statements of change in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2021 and 2020, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Emphasis of a Matter – Prior Period Adjustment and Restatement

As discussed in Note 12 to the financial statements, net assets available for benefit at December 31, 2021 were restated to correct a misstatement. Our conclusion is not modified with respect to this matter.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter — Supplemental Schedules Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule 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).

Campbell Taylor Washburn
An Accountancy Corporation

Roseville, California
March 1, 2024

IN-SHAPE HEALTH CLUBS 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2021 and 2020

	2021	2020
ASSETS:		
Investments, participant-directed, at fair value	$ 7,598,361	$ 6,717,486
Cash, revenue share holding account	71,579	-
Receivables:		
Notes receivable from participants	165,789	161,427
Revenue share receivable, net	95,209	-
Other receivable	-	37,260
Total receivables	260,998	198,687
NET ASSETS AVAILABLE FOR BENEFITS	$ 7,930,938	$ 6,916,173

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

IN-SHAPE HEALTH CLUBS 401(K) PLAN

STATEMENTS OF CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS
For The Years Ended December 31, 2021 and 2020

	2021	2020
ADDITIONS TO NET ASSETS:		
Investment income:		
Net appreciation in fair value of investments	$ 144,960	$ 880,353
Dividend income	515,013	390,829
Revenue share income	166,788	-
Total investment income	826,761	1,271,182
Interest income, notes receivable from participants	9,678	4,804
Contributions:		
Employee	695,139	775,977
Other employer	287	-
Rollover	23,847	-
Total contributions	719,273	775,977
Total additions	1,555,712	2,051,963
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	527,908	578,651
Administrative expenses	13,039	104,271
Total deductions	540,947	682,922
Net increase	1,014,765	1,369,041
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	6,916,173	5,547,132
End of year	$ 7,930,938	$ 6,916,173

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

IN-SHAPE HEALTH CLUBS 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2021 and 2020

NOTE 1: DESCRIPTION OF PLAN

The following description of the In-Shape Health Clubs 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document and summary Plan description for a more complete description of the Plan's provisions.

General

The Plan was established January 1, 1996 to provide benefits for eligible employees of the Plan Sponsor and the employees' beneficiaries. The Plan is a defined contribution plan covering employees of In-Shape Solutions, LLC, formerly In-Shape Health Clubs, LLC (the "Plan Sponsor"). Employees who have attained the age of twenty-one and completed six months of service with no hours requirement are eligible to participate in the Plan. The Plan excludes union employees, leased employees, and non-resident aliens. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended. Newport Trust Company is the custodian of the Plan assets. Two employees of the Plan Sponsor serve as Trustee to the Plan.

Plan Year

The Plan year begins January 1st and ends December 31st.

Contributions

The Plan allows for the following types of contributions:

- *Employee Salary Deferral 401(k) Contributions*
  The Plan includes an elective salary deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (the "Code"). Eligible employees are automatically enrolled in the Plan. The automatic enrollment contribution percentage is 2%; however employees may voluntarily contribute a percentage of their regular wages subject to various nondiscrimination tests and limitations prescribed by the Code. Participants may also make after-tax Roth elective salary deferral contributions.

- *Employer Profit-Sharing Contributions*
  Under the terms of the Plan, each year, the Plan Sponsor may contribute a discretionary profit-sharing contribution. Such contribution will be allocated to each eligible participant on pro rata basis. The Plan Sponsor did not make profit sharing contributions for the years ended December 31, 2021 and 2020.

- *Employer Matching Contribution*
  The Plan Sponsor may elect to make matching contributions to the account of each eligible participant equal to a discretionary percentage. The Plan Sponsor did not make any matching contributions for the years ended December 31, 2021 and 2020.

- *Employee Rollover Contributions*
  Participants may make rollover contributions from another qualified plan.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

Retirement
Normal retirement under the Plan is age sixty-five.

Participant Accounts and Allocations
Each participant's account is credited with the participant's contributions, rollover contributions, an allocation of Plan earnings, and certain Plan expenses, as defined by the Plan document. The yield (interest, dividends, and net realized and unrealized gains and losses) on investments is allocated to each participant's account based on each participant's pro rata share of the total investments in the particular fund. The benefit to which a participant is entitled is limited to the benefit that can be provided from the participant's vested account.

Vesting
Participants are always 100% vested in their salary deferral contributions and investment gains and losses credited thereon. Participants vest in their matching contribution and profit-sharing contributions, at the rate of 20% per year of service and are fully vested after five years.

Notes Receivable from Participants
Participants may borrow from their accounts a minimum of $500, up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest charged at a commercially reasonable rate as determined by the Plan's administrator. Principal and interest are paid ratably through monthly payroll deductions and loan periods range from one to five years, except for loans made for the purchase of a primary residence, which may permit a longer repayment term.

Payment of Benefits
Participants may begin receiving benefits in the year following attainment of age 59½. On termination of service due to death, disability, or normal retirement, a participant may elect to receive a lump-sum amount, partial withdrawals, or installments over a period of time not to exceed the participant's or beneficiary's assumed life expectancies.

Hardship withdrawals are allowed based on medical, educational, and certain other needs specified in the Plan. Qualified reservist withdrawals are permitted by the Plan. A qualified reservist may make an early withdrawal without incurring the usual early distribution penalty.

Forfeitures
Forfeitures may be used to reduce employer matching contributions. At December 31, 2021 and 2020, the forfeiture balance was $355 and $326, respectively. There were no forfeitures used to reduce employer matching contributions for the years ended December 31, 2021 and 2020.

Administrative Expenses
Substantially all of the administrative expenses were paid by the Plan for the years ending December 31, 2021 and 2020. Expenses related to specific participant transactions are charged to the respective participant's account.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

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

Investment Valuation and Income Recognition
Investments in mutual funds are stated at fair market value based on quoted market prices. 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 net asset value is used as a practical expedient to estimate the fair value of the stable value collective trust fund.

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

Payment of Benefits
Benefits are recorded when paid.

Notes Receivable from Participants
Notes receivable are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2021 and 2020. 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.

Income Taxes
The Plan is a volume submitter plan which has obtained a favorable opinion letter on March 31, 2014, in which the Internal Revenue Service stated that the Plan is acceptable under Section 401 of the Code. The Plan has been amended since receiving the opinion letter. The plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2021 there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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.

Estimates and Assumptions
The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3: **INFORMATION CERTIFIED BY THE CUSTODIAN**

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian, Newport Trust Company, as of and for the years ended December 31, 2021 and 2020, respectively:

	2021	2020
Mutual funds	$ 7,498,838	$ 6,681,591
Common collective trusts	$ 99,523	$ 35,895
Notes receivable from participants	$ 165,789	$ 161,427
Net appreciation in fair value of investments	$ 144,960	$ 880,353
Dividend income	$ 515,013	$ 390,829
Interest income, notes receivable from participants	$ 9,678	$ 4,804

NOTE 4: **PLAN TERMINATION**

The Plan Sponsor has the right under the Plan to discontinue its contributions at any time and terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. The Plan Sponsor entered into a sale agreement with a third party which resulted in a decision to terminate the Plan as of January 3, 2023.

NOTE 5: **FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) ASC 820 provides a framework for measuring fair value. That framework provides a three-tier hierarchy that prioritizes the inputs to valuation techniques used for measuring 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 are as follows:

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

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs that 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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

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, 2021 and 2020.

Mutual Funds: Valued at the daily closing price as reported by the fund. 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.

Stable Value Collective Trust Fund: Stable value fund accounts are composed primarily of fully benefit-responsive investment contracts. Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, 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 fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The following tables set forth by level within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2021 and 2020:

	Assets at Fair Value at December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 7,498,838	$ -	$ -	$ 7,498,838
Investments measured at net asset value	-	-	-	99,523
Total investments at fair value	$ -	$ -	$ -	$ 7,598,361

	Assets at Fair Value at December 31, 2020			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 6,681,591	$ -	$ -	$ 6,681,591
Investments measured at net asset value	-	-	-	35,895
Total investments at fair value	$ 6,681,591	$ -	$ -	$ 6,717,486

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

The following tables summarizes investments for which fair value is measured using the net asset value per unit practical expedient as of December 31, 2021 and 2020:

December 31, 2021	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 99,523	N/A	Daily	12 months

December 31, 2020	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust funds	$ 35,895	N/A	Daily	12 months

NOTE 6: **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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 7: **FORM 5500 RECONCILIATION**

The Plan financial statements include differences from the Form 5500 as follows:

	2021	2020
Net income per Form 5500	$ 1,014,765	$ 1,368,556
Change in accrued interest on participant loans	-	485
Increase in net assets available for benefits as reported	$ 1,014,765	$ 1,369,041

NOTE 8: **TEMPORARY CARES ACT RELIEF**

During 2020, the Plan implemented the optional provisions related to the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) including Coronavirus Related Distributions (CRD). The Plan allows all affected participants to take a CRD up to $100,000 between January 1, 2020 and December 31, 2020. CRD's will have no mandatory federal tax withholding, are exempt from 10% early withdrawal penalty and can be repaid as a rollover within three years. In addition, the CARES Act temporarily increases participant loan limits to 100% of their non-forfeitable balance up to $100,000 for loans issued between March 27, 2020 and September 22, 2020.

NOTE 9: RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments such as mutual funds and stable value funds are managed by the custodian as defined by the Plan and, therefore, these investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are recorded in net appreciation in fair value of investments. Fees for certain expenses related to the administration of the Plan were paid by the Plan or the Plan Sponsor. Notes receivable from participants are considered party-in-interest transactions. These investments and transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

NOTE 10: PROHIBITED TRANSACTIONS

During the years ended December 31, 2021 and 2020, the Plan Sponsor failed to remit $235,776 and $40,368, respectively, of certain participant contributions to the Plan in a timely manner, as defined by ERISA.

NOTE 11: PARTIAL PLAN TERMINATION

As a result of the coronavirus pandemic, the Plan experienced a partial plan termination during the 2020 Plan year. A partial plan termination, as defined by ERISA, may occur if 20% or more of plan participants are terminated as a result of action taken by the Plan Sponsor. A partial plan termination requires all affected participant accounts to immediately become fully vested. As the Plan Sponsor has not made a discretionary employer match since the inception of the Plan, there was no effect on the participants' account balances as a result.

NOTE 12: PRIOR PERIOD ADJUSTMENTS AND RESTATEMENT

Certain reporting errors related to the revenue share arrangement resulted in an understatement of previously reported net assets available for benefit as of December 31, 2021 were discovered during 2022. Accordingly, an adjustment of $166,788 was made to net assets available for benefit as of December 31, 2021. The following table summarizes the effect of the prior period adjustments:

	Previously Reported	Adjustment	Restated
Cash, revenue share holding account	$ -	$ 71,579	$ 71,579
Revenue share receivable, net	$ -	$ 95,209	$ 95,209
Total receivables	$ 165,789	$ 95,209	$ 260,998
Revenue share income	$ -	$ 166,788	$ 166,788
Total investment income	$ 659,973	$ 166,788	$ 826,761
Total additions	$ 1,388,924	$ 166,788	$ 1,555,712
Net increase in net assets available for benefits	$ 847,977	$ 166,788	$ 1,014,765
Net assets available for benefits as of December 31, 2021	$ 7,764,150	$ 166,788	$ 7,930,938

NOTE 13: **SUBSEQUENT EVENTS**

Plan management has evaluated events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Management has evaluated subsequent events through March 1, 2024, the date the financial statements were available to be issued, and has determined that no subsequent events have occurred that should be disclosed, other than the following matter below.

The Plan was amended, effective March 11, 2022, to modify optional forms of distributions and allow partial withdrawals for terminated participants over the age of 72.

During 2023, the Plan was amended to adopt the termination amendment as of January 3, 2023, and began the process of liquidating the Plan assets to the participants.

SUPPLEMENTAL SCHEDULES

IN-SHAPE HEALTH CLUBS 401(K) PLAN

SCHEDULE H, LINE 4a:
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 86-1688699 / Plan 002
December 31, 2021

	Plan Year Ending	Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
*	December 31, 2019	$ 501	$ -	$ 501	$ -	$ -
**	December 31, 2020	$ 40,368	$ 40,234	$ 134	$ -	$ -
*	December 31, 2021	$ 235,776	$ 235,776	$ -	$ -	$ -

Notes:

** Includes loan payments of $167 and $2,975 for the Plan years ending December 31, 2019 and 2021, respectively.*

*** The Plan Sponsor has corrected these delinquent contributions during the 2022 plan year.*

IN-SHAPE HEALTH CLUBS 401(K) PLAN

SCHEDULE H, LINE 4i:
SCHEDULE OF ASSETS HELD AT END OF YEAR
EIN: 86-1688699 / Plan 002
December 31, 2021

(a)	(b) Identity of issue, lessor or similar party	(c) Description of investment	(d) Cost	(e) Current value
	Blackrock Global Allocation - Instl	Mutual Fund	$ -	$ 491,816
	Ishares S&P 500 Index Fund K	Mutual Fund	-	2,271,305
	Franklin Dynatech - A	Mutual Fund	-	319,979
	Vanguard Mid Cap Index ADM	Mutual Fund	-	309,871
	Vanguard Small Cap Index - Admiral	Mutual Fund	-	162,953
	Janus Henderson Triton Fund I	Mutual Fund	-	151,792
	Blackrock U.S. Government Bond Portfolio	Mutual Fund	-	108,851
	MFS Value - A	Mutual Fund	-	148,174
	DWS RREEF Real Estate SEC - A	Mutual Fund	-	150,323
	Nationwide Bond Index Fund Class A	Mutual Fund	-	104,460
	Blackrock International Fund Class I	Mutual Fund	-	156,842
	Abrdn Emerging Markets - Instl	Mutual Fund	-	152,385
*	Putnam Stable Val FD 20 BPS A	Common Collective Trust Fund	-	99,523
	Victory Sycamore Established Value - A	Mutual Fund	-	81,587
	American Funds Euro Pacific Growth CI R6	Mutual Fund	-	445,468
	Blackrock Mid Cap Growth Equit - Instl	Mutual Fund	-	77,042
	MFS Total Return Bond Fund Class A	Mutual Fund	-	131,971
	American Century Infl-Adj Bond - Inv	Mutual Fund	-	103,003
	American Funds New World - R-6	Mutual Fund	-	299,216
	Nuveen Small Cap Value Fund Class I	Mutual Fund	-	58,547
	Ishares MSCI EAFE International Index K	Mutual Fund	-	228,692
	Janus Henderson Global EQTY Income Fund	Mutual Fund	-	215,409
	Loomis Sayles Strategic Income - A	Mutual Fund	-	143,590
	Blackrock Core Bond Portfolio Class I	Mutual Fund	-	141,218
	TIAA-CREF Core Impact Bond Fund	Mutual Fund	-	124,597
	MFS International New Discovery - A	Mutual Fund	-	114,960
	American Funds American Mutual - R-6	Mutual Fund	-	60,266
	American Funds AMCAP - R-6	Mutual Fund	-	61,647
	Janus Henderson Balanced Fund I	Mutual Fund	-	75,847
	American Funds New Perspective - R-6	Mutual Fund	-	59,685
	Eaton Vance Income Fund of Boston - 1	Mutual Fund	-	68,706
	Blackrock Strategic Global Bond I	Mutual Fund	-	63,651
	Janus Henderson Developed World Class I	Mutual Fund	-	63,598
	MFS Emerging Markets Debt - A	Mutual Fund	-	59,389
	Principal Global Real Estate SECS - A	Mutual Fund	-	59,259
	Touchstone Sustainability & Impact EQ - A	Mutual Fund	-	58,581
	American Fundamental Investors - R-6	Mutual Fund	-	58,019
	Vaneck CM Commodity Index A	Mutual Fund	-	58,119
	Calvert Equity	Mutual Fund	-	58,020
*	Revenue Share Holding Account	Cash, non-interest bearing	-	71,579
	Total investments		-	7,669,940
*	Participant loans	Interest at 4.25% - 6.75%	-	165,789
	Total assets held at end of year		$ -	$ 7,835,729

* Party-in-interest

Note: Cost basis information is omitted as investments are participant directed.



Campbell Taylor Washburn

Certified Public Accountants & Consultants

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Financial Statements and
Independent Auditor's Report of

IN-SHAPE HEALTH CLUBS 401(K) PLAN

December 31, 2022 and 2021



Campbell Taylor Washburn
Certified Public Accountants & Consultants

IN-SHAPE HEALTH CLUBS 401(K) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Committee
In-Shape Health Clubs 401(k) Plan
Stockton, California

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

We have performed audits of the financial statements of In-Shape Health Clubs 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2022 *(in liquidation)* and 2021 *(ongoing)*, and the related statements of change in net assets available for benefits for the year ended December 31, 2022 *(in liquidation)* and the year ended December 31, 2021 *(ongoing)*, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2022 *(in liquidation)* and 2021 *(ongoing)*, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Emphasis of a Matter – Liquidation

As further discussed in Note 4 to the financial statements, the governing body of the Plan approved the termination of the Plan as part of a sale agreement the Plan Sponsor entered into with a third party. Management determined liquidation is imminent. As a result, the Plan changed its basis of accounting from going concern basis of accounting used in presenting the 2021 financial statements to the liquidation basis of accounting used in presenting the 2022 financial statements. Our opinion is not modified with respect to this matter.

Emphasis of a Matter – Prior Period Adjustment and Restatement

As discussed in Note 9 to the financial statements, net assets available for benefit at December 31, 2021 were restated to correct a misstatement. Our conclusion is not modified with respect to this matter.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter — Supplemental Schedules Required by ERISA

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

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

In our opinion:

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

Campbell Taylor Washburn
An Accountancy Corporation

Roseville, California
March 1, 2024

IN-SHAPE HEALTH CLUBS 401(K) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2022 and 2021

	2022	2021
	(in liquidation)	*(ongoing)*
ASSETS:		
Investments, participant-directed, at fair value	$ 5,630,578	$ 7,598,361
Cash, revenue share holding account	934,425	71,579
Receivables:		
Notes receivable from participants	169,889	165,789
Revenue share receivable, net	203,853	95,209
Total receivables	373,742	260,998
NET ASSETS AVAILABLE FOR BENEFITS	$ 6,938,745	$ 7,930,938

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

IN-SHAPE HEALTH CLUBS 401(K) PLAN

STATEMENTS OF CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS
For The Years Ended December 31, 2022 and 2021

	2022 *(in liquidation)*	2021 *(ongoing)*
ADDITIONS TO NET ASSETS:		
Investment (loss) income:		
Net (depreciation) appreciation in fair value of investments	$ (1,554,988)	$ 144,960
Dividend income	198,923	515,013
Revenue share income	971,490	166,788
Total investment (loss) income	(384,575)	826,761
Interest income, notes receivable from participants	10,198	9,678
Contributions:		
Employee	897,779	695,139
Other employer	-	287
Rollover	4,265	23,847
Total contributions	902,044	719,273
Total additions	527,667	1,555,712
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	1,373,705	527,908
Administrative expenses	146,155	13,039
Total deductions	1,519,860	540,947
Net (decrease) increase	(992,193)	1,014,765
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	7,930,938	6,916,173
End of year	$ 6,938,745	$ 7,930,938

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

IN-SHAPE HEALTH CLUBS 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS
December 31, 2022 and 2021

NOTE 1: DESCRIPTION OF PLAN

The following description of the In-Shape Health Clubs 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document and summary Plan description for a more complete description of the Plan's provisions.

General

The Plan was established January 1, 1996 to provide benefits for eligible employees of the Plan Sponsor and the employees' beneficiaries. The Plan is a defined contribution plan covering employees of In-Shape Solutions, LLC, formerly In-Shape Health Clubs, LLC (the "Plan Sponsor"). Employees who have attained the age of twenty-one and completed six months of service are eligible to participate in the Plan. The Plan excludes union employees, leased employees, and non-resident aliens. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) as amended. Newport Trust Company is the custodian of the Plan assets.

Effective March 11, 2022 the Plan was amended and restated to incorporate past amendments and to update the plan document to reflect recent legislative and regulatory changes. The amendment included to allow partial withdrawals for terminated participants over the age of 72. The amendment also included changes to the trustees. The corporate trustee is Newport Trust Company.

Plan Year

The Plan year begins January 1st and ends December 31st.

Contributions

The Plan allows for the following types of contributions:

- *Employee Salary Deferral 401(k) Contributions*
  The Plan includes an elective salary deferral arrangement pursuant to Section 401(k) of the Internal Revenue Code (the "Code"). Eligible employees are automatically enrolled in the Plan. The automatic enrollment contribution percentage is 2%; however employees may voluntarily contribute a percentage of their regular wages subject to various nondiscrimination tests and limitations prescribed by the Code. Participants may also make after-tax Roth elective salary deferral contributions.

- *Employer Profit-Sharing Contributions*
  Under the terms of the Plan, each year, the Plan Sponsor may contribute a discretionary profit-sharing contribution. Such contribution will be allocated to each eligible participant on a pro rata basis. The Plan Sponsor did not make profit sharing contributions for the years ended December 31, 2022 and 2021.

- *Employer Matching Contribution*
  The Plan Sponsor may elect to make matching contributions to the account of each eligible participant equal to a discretionary percentage. The Plan Sponsor did not make any matching contributions for the years ended December 31, 2022 and 2021.

- *Employee Rollover Contributions*
  Participants may make rollover contributions from another qualified plan.

NOTE 1: **DESCRIPTION OF PLAN (Continued)**

Retirement
Normal retirement under the Plan is age sixty-five.

Participant Accounts and Allocations
Each participant's account is credited with the participant's contributions, rollover contributions, an allocation of Plan earnings, and certain Plan expenses, as defined by the Plan document. The yield (interest, dividends, and net realized and unrealized gains and losses) on investments is allocated to each participant's account based on each participant's pro rata share of the total investments in the particular fund. The benefit to which a participant is entitled is limited to the benefit that can be provided from the participant's vested account.

Vesting
Participants are always 100% vested in their salary deferral contributions and investment gains and losses credited thereon. Participants vest in their matching contribution and profit-sharing contributions, at the rate of 20% per year of service and are fully vested after five years.

Notes Receivable from Participants
Participants may borrow from their accounts a minimum of $500, up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest charged at a commercially reasonable rate as determined by the Plan's administrator. Principal and interest are paid ratably through monthly payroll deductions and loan periods range from one to five years, except for loans made for the purchase of a primary residence, which may permit a longer repayment term.

Payment of Benefits
Participants may begin receiving benefits in the year following attainment of age 59½. On termination of service due to death, disability, or normal retirement, a participant may elect to receive a lump-sum amount, partial withdrawals, or installments over a period of time not to exceed the participant's or beneficiary's assumed life expectancies.

Hardship withdrawals are allowed based on medical, educational, and certain other needs specified in the Plan. Qualified reservist withdrawals are permitted by the Plan. A qualified reservist may make an early withdrawal without incurring the usual early distribution penalty.

Forfeitures
Forfeitures may be used to reduce employer matching contributions. At December 31, 2022 and 2021, the forfeiture balance was $364 and $355, respectively.

Administrative Expenses
Substantially all of the administrative expenses were paid by the Plan for the years ending December 31, 2022 and 2021. Expenses related to specific participant transactions are charged to the respective participant's account.

NOTE 2: **SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting

The Plan's financial statements for the year ended December 31, 2022, are presented using the liquidation basis of accounting in accordance with U.S. GAAP as a result of the plan termination. The adoption of the liquidation basis of accounting did not have a material impact on the Plan's financial statements. The Plan's financial statements for the year ended December 31, 2021, are maintained on the accrual basis of accounting in accordance with U.S. GAAP.

Investment Valuation and Income Recognition

Investments in mutual funds are stated at fair market value based on quoted market prices. 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 net asset value is used as a practical expedient to estimate the fair value of the stable value collective trust fund.

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

Payment of Benefits

Benefits are recorded when paid.

Notes Receivable from Participants

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

Income Taxes

The Plan is a volume submitter plan which has obtained a favorable opinion letter on June 30, 2020, in which the Internal Revenue Service stated that the Plan is acceptable under Section 401 of the Code. The Plan has been amended since receiving the opinion letter. The Plan administrator believes that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator 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 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.

Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 3: **INFORMATION CERTIFIED BY THE CUSTODIAN**

The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified as complete and accurate by the custodian, Newport Trust Company, as of and for the years ended December 31, 2022 and 2021, respectively:

	2022	2021
Mutual funds	$ 5,527,423	$ 7,498,838
Stable value collective trust fund	$ 103,155	$ 99,523
Notes receivable from participants	$ 169,889	$ 165,789
Net (depreciation) appreciation in fair value of investments	$ (1,554,988)	$ 144,960
Dividend income	$ 198,923	$ 515,013
Interest income, notes receivable from participants	$ 10,198	$ 9,678

NOTE 4: **PLAN TERMINATION**

The Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the plan subject to the provisions of ERISA. In the event of Plan termination participants become 100% vested in their accounts. The Plan Sponsor entered into a sale agreement with a third party which resulted in a decision to terminate the Plan.

NOTE 5: **FAIR VALUE MEASUREMENTS**

Financial Accounting Standards Board (FASB) ASC 820 provides a framework for measuring fair value. That framework provides a three-tier hierarchy that prioritizes the inputs to valuation techniques used for measuring 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 are as follows:

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

Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs that 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 used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

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

Mutual Funds: Valued at the daily closing price as reported by the fund. 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.

Stable Value Collective Trust Fund: Stable value fund accounts are composed primarily of fully benefit-responsive investment contracts. Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, 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 fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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

	Assets at Fair Value at December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 5,527,423	$ -	$ -	$ 5,527,423
Investments measured at net asset value	-	-	-	103,155
Total investments at fair value	$ 5,527,423	$ -	$ -	$ 5,630,578

	Assets at Fair Value at December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 7,498,838	$ -	$ -	$ 7,498,838
Investments measured at net asset value	-	-	-	99,523
Total investments at fair value	$ 7,498,838	$ -	$ -	$ 7,598,361

NOTE 5: **FAIR VALUE MEASUREMENTS (Continued)**

The following tables summarizes investments for which fair value is measured using the net asset value per unit practical expedient as of December 31, 2022 and 2021:

December 31, 2022	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 103,155	N/A	Daily	12 months

December 31, 2021	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Stable value collective trust fund	$ 99,523	N/A	Daily	12 months

NOTE 6: **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 values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 7: **RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS**

Certain Plan investments such as mutual funds and stable value funds are managed by the custodian as defined by the Plan and, therefore, these investments qualify as party-in-interest transactions. Fees paid by the Plan for the investment management services are recorded in net appreciation in fair value of investments. Fees for certain expenses related to the administration of the Plan were paid by the Plan or the Plan Sponsor. Notes receivable from participants are considered party-in-interest transactions. These investments and transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

NOTE 8: **PROHIBITED TRANSACTIONS**

During 2022, the Plan Sponsor corrected the delinquent contributions that originated during the year ended December 31, 2020, when the Plan Sponsor failed to remit $40,368, of certain participant contributions to the Plan in a timely manner, as defined by ERISA.

During the years ended December 31, 2022 and 2021 the Plan Sponsor failed to remit $31 and $235,776, respectively, of certain participant contributions to the Plan in a timely manner, as defined by ERISA. Subsequent to year end, the Plan Sponsor corrected the delinquent contributions originating during the year ended December 31, 2021 during February 2023.

NOTE 9: **PRIOR PERIOD ADJUSTMENTS AND RESTATEMENT**

Certain reporting errors related to the revenue share arrangement resulted in an understatement of previously reported net assets available for benefit as of December 31, 2021 were discovered during 2022. Accordingly, an adjustment of $166,788 was made to net assets available for benefit as of December 31, 2021. The following table summarizes the effect of the prior period adjustments:

	Previously Reported	Adjustment	Restated
Cash, revenue share holding account	$ -	$ 71,579	$ 71,579
Revenue share receivables, net	$ -	$ 95,209	$ 95,209
Total receivables	$ 165,789	$ 95,209	$ 260,998
Revenue share income	$ -	$ 166,788	$ 166,788
Total investment income	$ 659,973	$ 166,788	$ 826,761
Total additions	$ 1,388,924	$ 166,788	$ 1,555,712
Net increase in assets available for benefit	$ 847,977	$ 166,788	$ 1,014,765
Net assets available for benefit as of December 31, 2021	$ 7,764,150	$ 166,788	$ 7,930,938

NOTE 10: **SUBSEQUENT EVENTS**

Plan management has evaluated events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Management has evaluated subsequent events through March 1, 2024, the date the financial statements were available to be issued, and has determined that no subsequent events have occurred that should be disclosed, other than the following matters below.

During 2023, the Plan was amended to adopt the termination amendment as of January 3, 2023, and began the process of liquidating the Plan assets to the participants.

During 2023, the Plan Sponsor corrected the delinquent contributions originating during the year ended December 31, 2021.

SUPPLEMENTAL SCHEDULES

IN-SHAPE HEALTH CLUBS 401(K) PLAN

SCHEDULE H, LINE 4a:
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
EIN: 86-1688699 / Plan 002
December 31, 2022

	Plan Year Ending	Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
*	December 31, 2020	$ 40,368	$ -	$ 40,368	$ -	$ -
**	December 31, 2021	$ 235,776	$ 235,776	$ -	$ -	$ -
**	December 31, 2022	$ 31	$ 31	$ -	$ -	$ -

Notes:

* *The participant contributions reported for the 2020 plan year totaling $40,368 have been corrected during the 2022 Plan year.*

** *The participant contributions reported for the 2021 and 2022 plan years totaling $235,807 have not been corrected at December 31, 2022. The 2021 plan year delinquent contribution has been corrected subsequent to year end during 2023.*

IN-SHAPE HEALTH CLUBS 401(K) PLAN

SCHEDULE H, LINE 4i:
SCHEDULE OF ASSETS HELD AT END OF YEAR
EIN: 86-1688699 / Plan 002
December 31, 2022

	(b) Identity of issue, lessor	(c)	(d)	(e) Current
(a)	or similar party	Description of investment	Cost	value
	Ishares S&P 500 Index Fund K	Mutual Fund	$ -	$ 1,650,352
	Blackrock Global Allocation - Instl	Mutual Fund	-	417,471
	American Funds Euro Pacific Growth CI R6	Mutual Fund	-	336,157
	American Funds New World - R-6	Mutual Fund	-	225,482
	Ishares MSCI EAFE International Index K	Mutual Fund	-	173,926
	Vanguard Mid Cap Index ADM	Mutual Fund	-	162,942
	Janus Henderson Global EQTY Income Fund	Mutual Fund	-	162,923
	Franklin Dynatech - A	Mutual Fund	-	149,732
	Vanguard Small Cap Index - Admiral	Mutual Fund	-	131,812
	Blackrock International Fund Class I	Mutual Fund	-	118,774
	Abrdn Emerging Markets - Instl	Mutual Fund	-	115,414
	Loomis Sayles Strategic Income - A	Mutual Fund	-	111,618
	Blackrock Core Bond Portfolio Class I	Mutual Fund	-	110,023
	Janus Henderson Triton Fund I	Mutual Fund	-	109,927
	DWS RREEF Real Estate SEC - A	Mutual Fund	-	108,605
	MFS Total Return Bond Fund Class A	Mutual Fund	-	104,106
	Putnam Stable Val FD 20 BPS A	Common Collective Trust Fund	-	103,155
	TIAA-CREF Core Impact Bond Fund	Mutual Fund	-	97,387
	MFS Value - A	Mutual Fund	-	91,452
	MFS International New Discovery - A	Mutual Fund	-	87,392
	Blackrock Impact Mortgage Fund	Mutual Fund	-	84,591
	American Century Infl-Adj Bond - Inv	Mutual Fund	-	83,705
	PIMCO CommoditiesPlus Strategy - A	Mutual Fund	-	76,579
	Victory Sycamore Established Value - A	Mutual Fund	-	67,683
	Nationwide Bond Index Fund Class A	Mutual Fund	-	67,549
	Janus Henderson Balanced Fund I	Mutual Fund	-	63,019
	Blackrock Mid Cap Growth Equit - Instl	Mutual Fund	-	55,323
	American Funds AMCAP - R-6	Mutual Fund	-	53,693
	Eaton Vance Income Fund of Boston - 1	Mutual Fund	-	52,946
	Blackrock Strategic Global Bond I	Mutual Fund	-	47,857
	Janus Henderson Developed World Class I	Mutual Fund	-	47,722
	American Funds New Perspective - R-6	Mutual Fund	-	46,160
	American Funds American Mutual - R-6	Mutual Fund	-	46,090
	MFS Emerging Markets Debt - A	Mutual Fund	-	45,812
	Nuveen Small Cap Value Fund Class I	Mutual Fund	-	45,091
	NON US ESG Equity Fund Class A	Mutual Fund	-	44,845
*	Principal Global Real Estate SECS - A	Mutual Fund	-	44,551
	American Fundamental Investors - R-6	Mutual Fund	-	44,399
	Calvert Equity	Mutual Fund	-	44,313
*	Revenue Share Holding Account	Cash, non-interest bearing	-	934,425
	Total investments		-	6,565,003
*	Participant loans	Interest at 5.25% - 8.25%	-	169,889
	Total assets held at end of year		$ -	$ 6,734,892

* Party-in-interest

Note: Cost basis information is omitted as investments are participant directed.



Campbell Taylor Washburn

Certified Public Accountants & Consultants

The Path Forward

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