

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

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan PEP, INC. EMPLOYEES' 401(K) PLAN	1b	Three-digit plan number (PN) ▶ 002
		1c	Effective date of plan 01/01/2000
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) PEOPLE ENCOURAGING PEOPLE, INC. 22 S HOWARD STREET BALTIMORE, MD 21211-1494	2b	Employer Identification Number (EIN) 52-1168285
		2c	Plan Sponsor's telephone number 410-366-4299
		2d	Business code (see instructions) 624410

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.	04/26/2024	ERIC QUELLA
	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 ☐ Same as Plan Sponsor FUTUREPLAN FIDUCIARY SERVICES PO BOX 55757 BOSTON, MA 02205		3b Administrator's EIN 82-3719843																						
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		3c Administrator's telephone number 855-711-5283																						
5 Total number of participants at the beginning of the plan year		4b EIN 4d PN																						
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).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">235</td> </tr> <tr> <td colspan="2" style="background-color: #f2f2f2;"> </td> </tr> <tr> <td style="text-align: center;">6a(1)</td> <td style="text-align: right;">186</td> </tr> <tr> <td style="text-align: center;">6a(2)</td> <td style="text-align: right;">204</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">38</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">242</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">0</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">242</td> </tr> <tr> <td style="text-align: center;">6g</td> <td style="text-align: right;">131</td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">1</td> </tr> </table>	5	235			6a(1)	186	6a(2)	204	6b	0	6c	38	6d	242	6e	0	6f	242	6g	131	6h	1
5	235																							
6a(1)	186																							
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6c	38																							
6d	242																							
6e	0																							
6f	242																							
6g	131																							
6h	1																							
a(1) Total number of active participants at the beginning of the plan year																								
a(2) Total number of active participants at the end of the plan year																								
b Retired or separated participants receiving benefits																								
c Other retired or separated participants entitled to future benefits.....																								
d Subtotal. Add lines 6a(2) , 6b , and 6c																								
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.																								
f Total. Add lines 6d and 6e																								
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....																								
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....																								
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%; text-align: right;"> </td> </tr> </table>	7																					
7																								
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D																								
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:																								
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor																						
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																								
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ 1 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)																						

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan PEP, INC. EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLE ENCOURAGING PEOPLE, INC.	D Employer Identification Number (EIN) 52-1168285	

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

(a) Name of insurance carrier JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	142403	134	01/01/2022	12/31/2022

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

(a) Total amount of commissions paid 23633	(b) Total amount of fees paid 3053
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid CAMBRIDGE INVESTMENT RESEARCH 56 EAST BURLINGTON AVENUE FAIRFIELD, IA 52556

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
23633	0	COMMISSION	3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid ASCENSUS HOLDINGS 200 DRYDEN ROAD DRESHER, PA 19025

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	3053	TPA COMPENSATION	5

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end.....	4	
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	5566115

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

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

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

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

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year	7b	0
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c	Additions: (1) Contributions deposited during the year	7c(1)		
	(2) Dividends and credits.....	7c(2)	0	
	(3) Interest credited during the year.....	7c(3)		
	(4) Transferred from separate account.....	7c(4)		
	(5) Other (specify below)	7c(5)		
	▶			

(6) Total additions.....	7c(6)	0
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d	Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e	Deductions:		
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	(2) Administration charge made by carrier.....	7e(2)	
	(3) Transferred to separate account.....	7e(3)	
	(4) Other (specify below)	7e(4)	
	▶		

(5) Total deductions.....	7e(5)	0
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f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	0
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan PEP, INC. EMPLOYEES' 401(K) PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLE ENCOURAGING PEOPLE, INC.	D Employer Identification Number (EIN) 52-1168285	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

FUTUREPLAN

PO BOX 734602
CHICAGO, IL 60673

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 37	TPA	5100	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

JOHN HANCOCK LIFE INSURANCE COMPANY

01-0233346

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 28 60 62 63 67 68	RECORDKEEPER	2131	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WILSHIRE ASSOCIATES INC(USA)

95-2755361

(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?
26	INVESTMENT ADVISOR	1155	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.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan PEP, INC. EMPLOYEES' 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 PEOPLE ENCOURAGING PEOPLE, INC.	D Employer Identification Number (EIN) 52-1168285	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2060 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10518	
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2055 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64995	
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2050 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 171318	
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2045 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 444867	
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2040 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 318544	
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2035 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 911361	
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2030 TD			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY			
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1851221	

a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2025 TD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1285814
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2020 TD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 270333
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2015 TD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 886
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2010 TD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 53101
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18163
a Name of MTIA, CCT, PSA, or 103-12 IE: COHEN & STEERS REAL ESTATE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5019
a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 105851
a Name of MTIA, CCT, PSA, or 103-12 IE: DODGE & COX STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMORGAN U.S. EQUITY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 29806
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TOTAL WLD STOCK INDEX ETF		
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 13316

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK BALANCED FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6660
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD ST INVESTMENT-GRADE

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN FUNDS 2065

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE COMPANY

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3273
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>PEP, INC. EMPLOYEES' 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PEOPLE ENCOURAGING PEOPLE, INC.</u>	D Employer Identification Number (EIN) <u>52-1168285</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash.....	1a	0	0
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions.....	1b(1)	1758	11536
	(2) Participant contributions.....	1b(2)	11150	0
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common.....	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants).....	1c(7)		
	(8) Participant loans.....	1c(8)	184491	207662
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	7182380	5566115
	(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)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	14378	19729
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7394157	5805042

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	4034
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	4034

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7394157	5801008
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	227426	
(B) Participants	2a(1)(B)	446457	
(C) Others (including rollovers)	2a(1)(C)	110229	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		784112
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)	9074	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9074
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		-992820
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-199634
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1347150	
(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)		1347150
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	45210	
(3) Investment advisory and management fees	2i(3)	1155	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		46365
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1393515
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1593149
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: CLEARVIEW CONSULTING

(2) EIN: 27-5362399

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan PEP, INC. EMPLOYEES' 401(K) PLAN		B Three-digit plan number (PN) 002
C Plan sponsor's name as shown on line 2a of Form 5500 PEOPLE ENCOURAGING PEOPLE, INC.		D Employer Identification Number (EIN) 52-1168285

Part I	Distributions
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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): 01-0233346		
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.)
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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
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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
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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.
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10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?.....	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

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

Schedule R (Form 5500) 2022
v. 220413

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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



B D & C O .

CERTIFIED PUBLIC ACCOUNTANTS
MANAGEMENT CONSULTANTS

PEP, Inc. Employees' 401(k) Plan

FINANCIAL STATEMENTS
AS OF
DECEMBER 31, 2022 AND 2021
AND FOR THE YEAR ENDED
DECEMBER 31, 2022
AND SUPPLEMENTAL SCHEDULES
FOR THE YEAR ENDED
DECEMBER 31, 2022

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Independent Auditors' Report

To the Plan Administrator and Participants of
PEP, Inc. Employees' 401(k) Plan

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

We have performed an audit of the financial statements of PEP, Inc., Employees' 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 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 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 a certification from a qualified institution as of December 31, 2022 and 2021 and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion on the Financial Statements

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 on the Financial Statements

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.

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 a period of one year subsequent to the audit report date.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our 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 Matters - Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with 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, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

BD & Company, Inc.

Owings Mills, Maryland
April 25, 2024

PEP, Inc. Employees' 401(k) Plan
Statements of Net Assets Available for Benefits
As of December 31,

	<u>2022</u>	<u>2021</u>
Assets		
Cash	\$ 19,729	\$ 14,379
Investments, at fair value	5,566,115	7,182,380
Receivables:		
Participant contributions receivable	26,433	26,433
Employer contributions receivable	1,758	1,758
Notes receivable from participants	<u>207,662</u>	<u>184,491</u>
Total receivables	<u>235,853</u>	<u>212,682</u>
Total assets	5,821,697	7,409,441
Liability - contributions refundable	<u>15,283</u>	<u>15,283</u>
Net assets available for benefits	\$ <u><u>5,806,414</u></u>	\$ <u><u>7,394,158</u></u>

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

PEP, Inc. Employees' 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2022

(Reductions from) Additions to net assets attributed to:	<u>2022</u>
Investment loss:	
Net depreciation in fair value of investments	\$ <u>(992,820)</u>
Contributions:	
Participant	461,641
Employer	217,646
Rollovers	<u>110,229</u>
Total contributions	<u>789,516</u>
Interest income on notes receivable from participants	<u>9,074</u>
Total reductions	<u>(194,230)</u>
Deductions from net assets attributed to:	
Benefits paid to participants	1,347,150
Administrative expenses	<u>46,364</u>
Total deductions	<u>1,393,514</u>
Net decrease	(1,587,744)
Net assets available for benefits	
Beginning of year	<u>7,394,158</u>
End of year	\$ <u><u>5,806,414</u></u>

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

PEP, Inc. Employees' 401(k) Plan
Notes to the Financial Statements
December 31, 2022 and 2021

NOTE 1 – DESCRIPTION OF PLAN

The following description of the PEP, Inc. Employees' 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan, covering substantially all employees of People Encouraging People, Inc. (the "Plan Sponsor" or the "Organization") who have completed one year of service. The Plan was established January 1, 2000 and was most recently restated effective January 1, 2022. There were no significant changes to Plan provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Each year participants may defer their eligible compensation into the Plan, subject to the maximum allowed by the Internal Revenue Code ("IRC"). Participants who have attained the age of 50 before the end of the Plan year end are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit plans or defined contribution plans (rollovers).

The Organization is required to make safe harbor matching contributions. During the year ended December 31, 2022, the Organization made safe harbor matching contributions equal to 100% of the first 3% of eligible compensation that a participant contributes to the Plan plus 50% of participant contributions that exceed 3% but do not exceed 5% of eligible compensation.

The Organization may also make discretionary non-safe harbor matching contributions and discretionary non-elective contributions. During the year ended December 31, 2022, the Organization elected not to make either a discretionary non-safe harbor matching contribution or a discretionary non-elective contribution.

Participants can direct the investment of elective deferrals and Organization contributions, if any, into any of the funds offered by the Plan as investment options. Participants are permitted to change their investment elections daily.

Participant Accounts

Each participant's account is credited with the participant's contribution and the Organization's safe harbor matching contribution, non-safe harbor matching contribution, if any, and allocations of (a) the discretionary non-elective contribution, if any, (b) Plan earnings (losses) using the daily valuation method, and (c) administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

NOTE 1 – DESCRIPTION OF PLAN (continued)

Vesting

Participants are immediately vested in their elective deferrals and safe harbor matching contributions plus actual earnings thereon. Vesting in the Organization's discretionary non-safe harbor matching contribution and discretionary non-elective contribution plus earnings thereon is based on years of continuous service. A participant is 20% vested after the second year of service; 40% vested after the third year of service; 66% vested after the fourth year of service; and fully vested after the fifth year of service. If a participant terminates employment due to death, disability, or the attainment of age 65, the Plan's normal retirement age, the participant becomes fully vested in their total account balance.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. Participants may have up to two loans outstanding at a time. The term of the loan may not exceed five years, unless the proceeds are used to purchase a primary residence. The notes are secured by the vested balance in the participant's account and bear interest at a rate of prime plus 1%. Interest rates were 4.25% to 8.50% on outstanding loans as of December 31, 2022. Principal and interest are paid ratably through payroll deductions.

Forfeitures

At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$19,729 and \$14,379, respectively. Forfeitures of discretionary non-elective contributions may be used to pay administrative expenses or offset future employer contributions. Forfeitures of \$8,288 were utilized to offset employer contributions during the year ended December 31, 2022. There were no forfeitures used to pay administrative expenses during the year ended December 31, 2022.

Payments of Benefits

Upon termination of service, death, long-term disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in a lump-sum amount. Account balances under \$5,000 will be automatically distributed to the participant upon termination. The Plan permits in-service distributions for participants who are age 59 ½ or older as well as in the case of certain financial hardship situations, subject to the provisions of the Plan document. Minimum required distributions for participants who have reached age 70 ½ also apply per Internal Revenue Service ("IRS") regulations. As a result of the Setting Every Community Up for Retirement Enhancement ("SECURE") Act which was signed into law on December 20, 2019, participants who reach age 70 on July 1, 2019 or later, are not required to take withdrawals until reaching age 72.

Administrative Expenses

The Plan's administrative expenses may be paid by the Plan or the Organization, as provided in the Plan document. Loan administrative expenses are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net depreciation of fair value of investments.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting, in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

The preparation of financial statements in accordance with GAAP requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan Sponsor determines the Plan's valuation policies utilizing information provided by the investment advisors, custodians, and the insurance company. See Note 4 for discussion of fair value measurements.

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

Contributions

Employee deferrals, employer safe harbor matching contributions and discretionary employer non-safe harbor matching contributions are recognized on the pay date to which they relate. Discretionary non-elective contributions, if any, are recognized in the year designated by the Organization.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses when they are incurred. Delinquent participant loans are reclassified as distributions based on the terms of the Plan document.

Payment of Benefits

Benefits are recorded when paid.

Reclassification

Certain amounts in the fiscal year 2021 financial statements have been reclassified to conform with the current year presentation. These reclassifications had no effect on the change in assets available for benefits.

NOTE 3 – INFORMATION PREPARED AND CERTIFIED BY THE PLAN CUSTODIAN

As noted in the independent auditors' report, the Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, certain information disclosed in the accompanying financial statements and supplemental schedules, was obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by John Hancock Life Insurance Company, the custodian of the Plan. This information includes:

- Investment values as of December 31, 2022 and 2021, as shown in the statements of net assets available for benefits and the fair value disclosures in Note 4.
- Notes receivable from participants, as shown in the statements of net assets available for benefits as of December 31, 2022 and 2021.
- Net investment loss and interest income on notes receivable from participants, as shown in the statement of changes in net assets available for benefits for the year ended December 31, 2022.
- Schedule H, Line 4i – Schedule of assets (held at end of year) as of December 31, 2022.

The Plan's independent auditors did not perform auditing procedures with respect to information certified by the custodian.

NOTE 4 – FAIR VALUE MEASUREMENTS

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

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

- Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority;
- Level 2 inputs consist of observable inputs other than quoted prices for identical assets; and
- Level 3 inputs are unobservable and have the lowest priority.

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

NOTE 4 – FAIR VALUE MEASUREMENTS (continued)

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

Pooled Separate Accounts: The value of the plan's investment in subaccounts is valued at net asset value. Net asset value is equal to the number of participation units owned under the contract in each subaccount times the unit value of the participation unit. The unit value of participation units in the subaccounts are determined based on the value of the underlying mutual funds held in the subaccount, minus the fund's liabilities, divided by the number of participation units outstanding.

In accordance with ASC 820-10, certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient are not classified in the fair value hierarchy. Because all the Plan's investments are pooled separate accounts, the fair value hierarchy table has not been presented.

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

NOTE 5 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

During the Plan year ended December 31, 2022, plan investments included several pooled separate accounts managed by John Hancock, the Plan's custodian. Additionally, certain plan expenses were paid to the third-party administrator. Investment expenses and administrative expenses paid to these entities qualify as party-in-interest transactions. The Plan also allows notes receivable from participants. These transactions qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

NOTE 6 – PLAN TERMINATION

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

NOTE 7 – 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 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.

PEP, Inc. Employees' 401(k) Plan
Notes to the Financial Statements
December 31, 2022 and 2021

NOTE 8 – TAX STATUS

The Plan has adopted the Non-Standardized Pre-Approved Profit Sharing Plan from Ascensus, LLC. On June 30, 2020, the Internal Revenue Service ("IRS") stated in an opinion letter that the prototype plan, as then designed, was in compliance with applicable requirements of the IRC and therefore, the related trust is exempt from taxation.

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. Management evaluated the Plan's tax positions and concluded that the Plan has maintained its tax-exempt status and has taken no uncertain tax positions that require recognition or disclosure in the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 9 – SUBSEQUENT EVENTS

Plan management has evaluated subsequent events through April 25, 2024 the date the financial statements were available to be issued. Plan management is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

PEP, Inc. Employees' 401(k) Plan
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2022

EIN: 52-1168285
PN: 002

Participant Contributions Transferred Late to the Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: <u> X </u>	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 115,278 (1)	\$ 115,278			
\$ 212,335 (2)	\$ 212,335			
\$ 413,685 (3)	\$ 413,685			
\$ 26,433 (4)	\$ 26,433			
\$ 434,309 (5)	\$ 434,309			
\$ 337,532 (6)	\$ 337,532			

- (1) Represents participant contributions and loan repayments from various pay periods during 2018 which were deposited late into the Plan. As of December 31, 2022, lost earnings had not yet been remitted, and thus, the delinquent deposits were not fully corrected. In February 2023, the Plan Sponsor remitted the lost earnings to the Plan.
- (2) Represents participant contributions and loan repayments from various pay periods during 2019 which were deposited late into the Plan. As of December 31, 2022, lost earnings had not yet been remitted, and thus, the delinquent deposits were not fully corrected. In February 2023, the Plan Sponsor remitted the lost earnings to the Plan.
- (3) Represents participant contributions and loan repayments from various pay periods during 2020 which were deposited late into the Plan. As of December 31, 2022, lost earnings had not yet been remitted, and thus, the delinquent deposits were not fully corrected. In February 2023, the Plan Sponsor remitted the lost earnings to the Plan.
- (4) Represents participant contributions from December 2020 which have not yet been deposited into the Plan.
- (5) Represents participant contributions and loan repayments from various pay periods during 2021 which were deposited late into the Plan. As of December 31, 2022, lost earnings had not yet been remitted, and thus, the delinquent deposits were not fully corrected. In January 2023, the Plan Sponsor remitted the lost earnings to the Plan.
- (6) Represents participant contributions and loan repayments from various pay periods during 2022 which were deposited late into the Plan. As of December 31, 2022, lost earnings had not yet been remitted, and thus, the delinquent deposits were not fully corrected.

PEP, Inc. Employees' 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2022

EIN: 52-1168285
PN: 002

(c)				
(a)	(b) Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
	American Funds 2010 TD	Pooled Separate Account		\$ 53,101
	American Funds 2015 TD	Pooled Separate Account		886
	American Funds 2020 TD	Pooled Separate Account		270,333
	American Funds 2025 TD	Pooled Separate Account		1,285,814
	American Funds 2030 TD	Pooled Separate Account		1,851,221
	American Funds 2035 TD	Pooled Separate Account		911,361
	American Funds 2040 TD	Pooled Separate Account		318,544
	American Funds 2045 TD	Pooled Separate Account		444,867
	American Funds 2050 TD	Pooled Separate Account		171,318
	American Funds 2055 TD	Pooled Separate Account		64,995
	American Funds 2060 TD	Pooled Separate Account		10,518
	American Funds 2065 TD	Pooled Separate Account		3,273
	Blue Chip Growth Fund	Pooled Separate Account		18,163
	Cohen & Steers Real Estate	Pooled Separate Account		5,019
	John Hancock Balanced Fund	Pooled Separate Account		6,660
	JPMorgan U.S. Equity Fund	Pooled Separate Account		29,806
	Vanguard Tot Wld Stk Index ETF	Pooled Separate Account		13,316
	IDX 500	Pooled Separate Account		105,851
	Wells ACBF	Pooled Separate Account		1,069
Total investments				<u>\$ 5,566,115</u>
		Maturities through December 2027; Interest rates ranging from 4.25% - 8.50%		
*	Notes Receivable from Participants			<u>\$ 207,662</u>

* Party-in-interest as defined by ERISA.

** Cost omitted; all investments are participant-directed.



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF PEP, INC. EMPLOYEES' 401(K) PLAN Total No of Units	Total Value
American Century 2065	\$ 2510483.39	.000000	\$ 0.00
American Century 2060	\$ 17723267.69	.000000	\$ 0.00
American Century 2055	\$ 36477949.49	.000000	\$ 0.00
American Century 2050	\$ 45127441.61	.000000	\$ 0.00
American Century 2045	\$ 50948847.44	.000000	\$ 0.00
American Century 2040	\$ 57990126.77	.000000	\$ 0.00
American Century 2035	\$ 85585955.85	.000000	\$ 0.00
American Century 2030	\$ 98217205.88	.000000	\$ 0.00
American Century 2025	\$ 66378200.90	.000000	\$ 0.00
American Century In Retirement	\$ 52156425.41	.000000	\$ 0.00
American Funds 2065 TD	\$ 72749955.25	236.063445	\$ 3272.75
American Funds 2060 TD	\$ 334139436.29	612.185371	\$ 10517.90
American Funds 2055 TD	\$ 503325511.55	2437.023262	\$ 64994.63
American Funds 2050 TD	\$ 726421334.65	7887.804328	\$ 171318.10
American Funds 2045 TD	\$ 983842009.21	19978.188464	\$ 444867.25
American Funds 2040 TD	\$ 1018917358.03	14518.224427	\$ 318544.15
American Funds 2035 TD	\$ 1267006755.01	43044.922142	\$ 911361.05
American Funds 2030 TD	\$ 1362086567.27	93381.552966	\$ 1851221.08
American Funds 2025 TD	\$ 998522913.25	71191.918751	\$ 1285814.29
American Funds 2020 TD	\$ 406806315.96	16384.616421	\$ 270332.84
American Funds 2015 TD	\$ 130112560.63	58.682663	\$ 886.25
American Funds 2010 TD	\$ 138006129.09	3794.235252	\$ 53101.11
BlackRock LifePath Index 2065	\$ 55974342.27	.000000	\$ 0.00
BlackRock LifePath Index 2060	\$ 211585980.16	.000000	\$ 0.00
BlackRock LifePath Index 2055	\$ 337486699.73	.000000	\$ 0.00
BlackRock LifePath Index 2050	\$ 437323693.29	.000000	\$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2022
 Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF PEP, INC. EMPLOYEES' 401(K) PLAN Total No of Units	Total Value
BlackRock LifePath Index 2045	\$ 530885141.79	.000000	\$ 0.00
BlackRock LifePath Index 2040	\$ 585631677.52	.000000	\$ 0.00
BlackRock LifePath Index 2035	\$ 682017142.02	.000000	\$ 0.00
BlackRock LifePath Index 2030	\$ 700809446.93	.000000	\$ 0.00
BlackRock LifePath Index 2025	\$ 494205754.72	.000000	\$ 0.00
BlackRock LifePath Index Ret	\$ 333596766.19	.000000	\$ 0.00
JH Lifetime Blend 2065 CIT	\$ 1822223.88	.000000	\$ 0.00
JH Lifetime Blend 2060 CIT	\$ 15464143.31	.000000	\$ 0.00
JH Lifetime Blend 2055 CIT	\$ 27251743.75	.000000	\$ 0.00
JH Lifetime Blend 2050 CIT	\$ 35025310.74	.000000	\$ 0.00
JH Lifetime Blend 2045 CIT	\$ 43635639.16	.000000	\$ 0.00
JH Lifetime Blend 2040 CIT	\$ 44576432.07	.000000	\$ 0.00
JH Lifetime Blend 2035 CIT	\$ 56451921.73	.000000	\$ 0.00
JH Lifetime Blend 2030 CIT	\$ 50630755.74	.000000	\$ 0.00
JH Lifetime Blend 2025 CIT	\$ 47898688.21	.000000	\$ 0.00
JH Lifetime Blend 2020 CIT	\$ 22678320.55	.000000	\$ 0.00
JH Lifetime Blend 2015 CIT	\$ 7135463.23	.000000	\$ 0.00
JH Lifetime Blend 2010 CIT	\$ 2137455.79	.000000	\$ 0.00
JH Lifetime Blend 2065 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2060 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2055 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2050 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2045 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2040 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2035 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2030 CIT R4	\$ 0.00	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF PEP, INC. EMPLOYEES' 401(K) PLAN Total No of Units	Total Value
JH Lifetime Blend 2025 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2020 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2015 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Lifetime Blend 2010 CIT R4	\$ 0.00	.000000	\$ 0.00
JH Multimanager 2065 Lifetime	\$ 34216036.86	.000000	\$ 0.00
JH Multimanager 2060 Lifetime	\$ 162719197.76	.000000	\$ 0.00
JH Multimanager 2055 Lifetime	\$ 243923667.80	.000000	\$ 0.00
JH Multimanager 2050 Lifetime	\$ 354463395.38	.000000	\$ 0.00
JH Multimanager 2045 Lifetime	\$ 562894142.21	.000000	\$ 0.00
JH Multimanager 2040 Lifetime	\$ 593904214.63	.000000	\$ 0.00
JH Multimanager 2035 Lifetime	\$ 699043348.56	.000000	\$ 0.00
JH Multimanager 2030 Lifetime	\$ 797656960.59	.000000	\$ 0.00
JH Multimanager 2025 Lifetime	\$ 655834417.72	.000000	\$ 0.00
JH Multimanager 2020 Lifetime	\$ 295330037.28	.000000	\$ 0.00
JH Multimanager 2015 Lifetime	\$ 88592874.87	.000000	\$ 0.00
JH Multimanager 2010 Lifetime	\$ 78889868.52	.000000	\$ 0.00
JH Multi-Index 2065 Lifetime	\$ 19841721.25	.000000	\$ 0.00
JH Multi-Index 2060 Lifetime	\$ 77140014.29	.000000	\$ 0.00
JH Multi-Index 2055 Lifetime	\$ 145689634.03	.000000	\$ 0.00
JH Multi-Index 2050 Lifetime	\$ 182093388.27	.000000	\$ 0.00
JH Multi-Index 2045 Lifetime	\$ 238471839.59	.000000	\$ 0.00
JH Multi-Index 2040 Lifetime	\$ 273026695.42	.000000	\$ 0.00
JH Multi-Index 2035 Lifetime	\$ 338499495.00	.000000	\$ 0.00
JH Multi-Index 2030 Lifetime	\$ 323503175.43	.000000	\$ 0.00
JH Multi-Index 2025 Lifetime	\$ 254944053.73	.000000	\$ 0.00
JH Multi-Index 2020 Lifetime	\$ 107814453.26	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF PEP, INC. EMPLOYEES' 401(K) PLAN Total No of Units	Total Value
JH Multi-Index 2015 Lifetime	\$ 29197233.14	.000000	\$ 0.00
JH Multi-Index 2010 Lifetime	\$ 30538314.84	.000000	\$ 0.00
JH Multi-Index 2065 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2060 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2055 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2050 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2045 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2040 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2035 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2030 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2025 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2020 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2015 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2010 LifetimeR6	\$ 0.00	.000000	\$ 0.00
JH Multi-Index 2065 Preserv	\$ 31338022.72	.000000	\$ 0.00
JH Multi-Index 2060 Preserv	\$ 172383401.15	.000000	\$ 0.00
JH Multi-Index 2055 Preserv	\$ 283820126.42	.000000	\$ 0.00
JH Multi-Index 2050 Preserv	\$ 476731093.77	.000000	\$ 0.00
JH Multi-Index 2045 Preserv	\$ 579657978.82	.000000	\$ 0.00
JH Multi-Index 2040 Preserv	\$ 650753910.57	.000000	\$ 0.00
JH Multi-Index 2035 Preserv	\$ 803568022.07	.000000	\$ 0.00
JH Multi-Index 2030 Preserv	\$ 841172500.62	.000000	\$ 0.00
JH Multi-Index 2025 Preserv	\$ 658761171.83	.000000	\$ 0.00
JH Multi-Index Income Preserv	\$ 411365243.38	.000000	\$ 0.00
JPMorgan SmartRetirement 2060	\$ 0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2055	\$ 0.00	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
JPMorgan SmartRetirement 2050	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2045	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2040	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2035	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2030	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2025	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement 2020	\$	0.00	.000000	\$ 0.00
JPMorgan SmartRetirement Inc	\$	0.00	.000000	\$ 0.00
MFS Lifetime 2065 Fund	\$	310130.46	.000000	\$ 0.00
MFS Lifetime 2060 Fund	\$	5641316.91	.000000	\$ 0.00
MFS Lifetime 2055 Fund	\$	8029568.03	.000000	\$ 0.00
MFS Lifetime 2050 Fund	\$	14819214.19	.000000	\$ 0.00
MFS Lifetime 2045 Fund	\$	15819225.68	.000000	\$ 0.00
MFS Lifetime 2040 Fund	\$	20400542.83	.000000	\$ 0.00
MFS Lifetime 2035 Fund	\$	24445222.36	.000000	\$ 0.00
MFS Lifetime 2030 Fund	\$	26350878.14	.000000	\$ 0.00
MFS Lifetime 2025 Fund	\$	16668198.57	.000000	\$ 0.00
MFS Lifetime 2020 Fund	\$	0.00	.000000	\$ 0.00
MFS Lifetime Income Fund	\$	9525757.97	.000000	\$ 0.00
MyWayRet Index 2065 Fund	\$	6475829.01	.000000	\$ 0.00
MyWayRet Index 2060 Fund	\$	39725077.76	.000000	\$ 0.00
MyWayRet Index 2055 Fund	\$	70655963.28	.000000	\$ 0.00
MyWayRet Index 2050 Fund	\$	94797898.82	.000000	\$ 0.00
MyWayRet Index 2045 Fund	\$	146352285.87	.000000	\$ 0.00
MyWayRet Index 2040 Fund	\$	154965074.18	.000000	\$ 0.00
MyWayRet Index 2035 Fund	\$	219794094.96	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
MyWayRet Index 2030 Fund	\$	219424360.75	.000000	\$ 0.00
MyWayRet Index 2025 Fund	\$	174316197.41	.000000	\$ 0.00
MyWayRet Index Retirement Fund	\$	131975046.83	.000000	\$ 0.00
State Street Target Ret 2065	\$	8869994.27	.000000	\$ 0.00
State Street Target Ret 2060	\$	32467337.86	.000000	\$ 0.00
State Street Target Ret 2055	\$	45447665.52	.000000	\$ 0.00
State Street Target Ret 2050	\$	66496198.95	.000000	\$ 0.00
State Street Target Ret 2045	\$	69996632.63	.000000	\$ 0.00
State Street Target Ret 2040	\$	86485765.65	.000000	\$ 0.00
State Street Target Ret 2035	\$	93055519.74	.000000	\$ 0.00
State Street Target Ret 2030	\$	103352389.74	.000000	\$ 0.00
State Street Target Ret 2025	\$	74801342.95	.000000	\$ 0.00
State Street Target Ret 2020	\$	24516365.86	.000000	\$ 0.00
State Street Target Ret Income	\$	27422349.25	.000000	\$ 0.00
T. Rowe Price Retirement 2065	\$	10190518.21	.000000	\$ 0.00
T. Rowe Price Retirement 2060	\$	50996065.53	.000000	\$ 0.00
T. Rowe Price Retirement 2055	\$	86596250.46	.000000	\$ 0.00
T. Rowe Price Retirement 2050	\$	117966998.94	.000000	\$ 0.00
T. Rowe Price Retirement 2045	\$	142637129.00	.000000	\$ 0.00
T. Rowe Price Retirement 2040	\$	171315522.17	.000000	\$ 0.00
T. Rowe Price Retirement 2035	\$	204266645.13	.000000	\$ 0.00
T. Rowe Price Retirement 2030	\$	236027633.43	.000000	\$ 0.00
T. Rowe Price Retirement 2025	\$	177847261.41	.000000	\$ 0.00
T. Rowe Price Retirement 2020	\$	70095724.37	.000000	\$ 0.00
T. Rowe Price Retirement 2015	\$	21422521.22	.000000	\$ 0.00
T. Rowe Price Retirement 2010	\$	30335697.15	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
TIAA-CREF Lifecycle Index 2065	\$	19417830.51	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2060	\$	91017642.61	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2055	\$	120988773.04	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2050	\$	181425190.25	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2045	\$	214595682.20	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2040	\$	247933972.45	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2035	\$	287909807.04	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2030	\$	286642564.92	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2025	\$	224033685.69	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2020	\$	87519536.12	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2015	\$	26939501.36	.000000	\$ 0.00
TIAA-CREF Lifecycle Index 2010	\$	12965316.07	.000000	\$ 0.00
TIAA-CREF Lifecycle Index Ret	\$	28027558.14	.000000	\$ 0.00
Vanguard Target Ret 2065	\$	50646831.37	.000000	\$ 0.00
Vanguard Target Ret 2060	\$	221997412.40	.000000	\$ 0.00
Vanguard Target Ret 2055	\$	317299013.90	.000000	\$ 0.00
Vanguard Target Ret 2050	\$	461731211.47	.000000	\$ 0.00
Vanguard Target Ret 2045	\$	573783358.71	.000000	\$ 0.00
Vanguard Target Ret 2040	\$	623156299.57	.000000	\$ 0.00
Vanguard Target Ret 2035	\$	710961147.56	.000000	\$ 0.00
Vanguard Target Ret 2030	\$	713609975.45	.000000	\$ 0.00
Vanguard Target Ret 2025	\$	570259629.21	.000000	\$ 0.00
Vanguard Target Ret 2020	\$	216192632.86	.000000	\$ 0.00
Vanguard Target Ret Income	\$	141673347.31	.000000	\$ 0.00
JH Lifestyle Blend Aggressive	\$	179481.89	.000000	\$ 0.00
JH Lifestyle Blend Growth	\$	346006.40	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
JH Lifestyle Blend Balanced	\$	554717.35	.000000	\$ 0.00
JH Lifestyle Blend Moderate	\$	184220.21	.000000	\$ 0.00
JHLifestyle Blend Conservative	\$	1422394.51	.000000	\$ 0.00
JH Multimanager Aggressive LS	\$	2258647519.82	.000000	\$ 0.00
JH Multimanager Growth LS	\$	5752379315.33	.000000	\$ 0.00
JH Multimanager Balanced LS	\$	5310709342.59	.000000	\$ 0.00
JH Multimanager Moderate LS	\$	1407917977.70	.000000	\$ 0.00
JH Multimanager Conserv LS	\$	1074513445.04	.000000	\$ 0.00
JH Multi-Index LS Aggressive	\$	372956354.11	.000000	\$ 0.00
JH Multi-Index LS Growth	\$	830998231.07	.000000	\$ 0.00
JH Multi-Index LS Balanced	\$	802384018.71	.000000	\$ 0.00
JH Multi-Index LS Moderate	\$	226079595.33	.000000	\$ 0.00
JH Multi-Index LS Conserv	\$	189042258.16	.000000	\$ 0.00
JH Managed Volatility Growth	\$	22450237.17	.000000	\$ 0.00
JH Managed Volatility Bal	\$	22775126.77	.000000	\$ 0.00
JH Managed Volatility Mod	\$	26819112.37	.000000	\$ 0.00
JH Managed Volatility Con	\$	31612738.75	.000000	\$ 0.00
Russell Equity Growth	\$	7062565.90	.000000	\$ 0.00
Russell Growth	\$	20807083.21	.000000	\$ 0.00
Russell Balanced	\$	23931609.03	.000000	\$ 0.00
Russell Moderate	\$	4986047.69	.000000	\$ 0.00
Russell Conservative	\$	3006630.09	.000000	\$ 0.00
AB Discovery Growth Fund	\$	0.00	.000000	\$ 0.00
AB Discovery Value Fund	\$	2481644.71	.000000	\$ 0.00
AB Small Cap Growth Fund	\$	6776419.68	.000000	\$ 0.00
Aberdeen EM Sustainable Leader	\$	2151085.09	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
Allspring Discovery SMID Grow	\$	5252.80	.000000	\$ 0.00
Allspring Emerging Markets Eq	\$	408241.18	.000000	\$ 0.00
Allspring Small Company Growth	\$	3102355.28	.000000	\$ 0.00
Allspring Special MidCap Value	\$	18393909.39	.000000	\$ 0.00
Allspring Special SCap Value	\$	12864173.56	.000000	\$ 0.00
American Beacon SC Value	\$	3236105.11	.000000	\$ 0.00
American Century EM Fund	\$	15800927.20	.000000	\$ 0.00
American Century Heritage	\$	149842672.25	.000000	\$ 0.00
American Century Small Cap Val	\$	17070660.26	.000000	\$ 0.00
American Funds New World Fund	\$	169758239.97	.000000	\$ 0.00
American Funds SMALLCAP World	\$	69837446.21	.000000	\$ 0.00
AMG River Road Mid Cap Value	\$	27182296.78	.000000	\$ 0.00
Baird MidCap Fund	\$	6755529.75	.000000	\$ 0.00
Baron Real Estate Fund	\$	8392473.26	.000000	\$ 0.00
BlackRock Advantage Sm Cap Gr	\$	0.00	.000000	\$ 0.00
BlackRock Health Sciences Opp	\$	34358082.22	.000000	\$ 0.00
BlackRock Mid Cap Equity Index	\$	17399006.34	.000000	\$ 0.00
BlackRock MidCap Growth Equity	\$	655750.77	.000000	\$ 0.00
BlackRock Russell 2000 Index	\$	14267963.35	.000000	\$ 0.00
Carillon Eagle Mid Cap Growth	\$	56335324.57	.000000	\$ 0.00
ClearBridge Mid Cap Fund	\$	3599375.37	.000000	\$ 0.00
Cohen & Steers Real Estate	\$	48899507.77	257.443313	\$ 5018.96
Columbia Overseas Value Fund	\$	14810556.04	.000000	\$ 0.00
Columbia Small Cap Value Fund	\$	202323.78	.000000	\$ 0.00
Delaware Ivy Small Cap Growth	\$	8719374.31	.000000	\$ 0.00
Delaware Ivy SMID Cap Core	\$	4922671.06	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
Delaware Small Cap Value Fund	\$	4973942.77	.000000	\$ 0.00
DFA Emerging Markets Value	\$	82341241.28	.000000	\$ 0.00
DFA Intl Small Cap Value	\$	18378709.58	.000000	\$ 0.00
DFA Intl Small Company Fund	\$	9564959.21	.000000	\$ 0.00
DFA International Value	\$	99369131.36	.000000	\$ 0.00
DFA Real Estate Securities	\$	152760.04	.000000	\$ 0.00
DFA US Targeted Value Fund	\$	156900632.19	.000000	\$ 0.00
DFA U.S. Small Cap Fund	\$	199061968.03	.000000	\$ 0.00
Diamond Hill Small-Mid Cap	\$	9155947.49	.000000	\$ 0.00
Dodge & Cox International St	\$	68525856.66	.000000	\$ 0.00
Eaton Vance Atlanta SMID-Cap	\$	15424618.09	.000000	\$ 0.00
Federated Hermes MDT SC Growth	\$	8034055.50	.000000	\$ 0.00
Fidelity Advisor Energy Fund	\$	25829566.23	.000000	\$ 0.00
Fidelity Mid Cap Index Fund	\$	304570310.60	.000000	\$ 0.00
Fidelity Real Estate Index	\$	31785710.64	.000000	\$ 0.00
Financial Industries Fund	\$	75622877.11	.000000	\$ 0.00
Franklin Small-Mid Growth	\$	118653073.84	.000000	\$ 0.00
Harbor Mid Cap Value Fund	\$	17580586.02	.000000	\$ 0.00
Hartford MidCap Fund	\$	23480796.39	.000000	\$ 0.00
Hartford Schroders Intl MCV	\$	6772350.49	.000000	\$ 0.00
Hartford Schroders US Mid Cap	\$	4709588.27	.000000	\$ 0.00
Invesco Discovery Mid Cap Grow	\$	16242291.57	.000000	\$ 0.00
Invesco Main Street Mid Cap	\$	2298482.08	.000000	\$ 0.00
Invesco Real Estate Fund	\$	4818297.36	.000000	\$ 0.00
Invesco Small Cap Growth	\$	233119761.33	.000000	\$ 0.00
iShares Gold Trust ETF	\$	53098126.22	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
iShares MSCI EAFE Value ETF	\$	17950361.94	.000000	\$ 0.00
Janus Henderson Enterprise	\$	9377278.84	.000000	\$ 0.00
Janus Henderson Gbl Eq Income	\$	22691421.67	.000000	\$ 0.00
Janus Henderson Gbl Life Sci	\$	15787751.46	.000000	\$ 0.00
Janus Henderson Triton Fund	\$	18709409.89	.000000	\$ 0.00
JH Disciplined Value Intl Fund	\$	97878103.35	.000000	\$ 0.00
JH Disciplined Value Mid Cap	\$	59436081.34	.000000	\$ 0.00
John Hancock EM Equity Fund	\$	1098879.04	.000000	\$ 0.00
John Hancock Intl Small Co	\$	42685.64	.000000	\$ 0.00
John Hancock Mid Cap Growth	\$	269218200.10	.000000	\$ 0.00
John Hancock Small Cap Core	\$	6326240.24	.000000	\$ 0.00
John Hancock Small Cap Growth	\$	222817.13	.000000	\$ 0.00
JPMorgan MidCap Value Fund	\$	204230834.73	.000000	\$ 0.00
JPMorgan SMID Cap Fund	\$	23128628.35	.000000	\$ 0.00
Keeley Small Cap Dividend Val	\$	8619304.56	.000000	\$ 0.00
Lord Abbett Value Opps Fund	\$	21186060.50	.000000	\$ 0.00
MFS Mid Cap Growth Fund	\$	68297392.69	.000000	\$ 0.00
MFS Mid Cap Value Fund	\$	42112203.24	.000000	\$ 0.00
Mid Cap Index Fund	\$	696631452.53	.000000	\$ 0.00
Mid Value Fund	\$	157156533.03	.000000	\$ 0.00
MyWayRetirement Commodities	\$	4265298.51	.000000	\$ 0.00
MyWayRet Emerging Markets Fund	\$	5856573.21	.000000	\$ 0.00
MyWayRet International Value	\$	6078583.01	.000000	\$ 0.00
MyWayRetirement Mid Cap Growth	\$	11065461.22	.000000	\$ 0.00
MyWayRetirement Mid Cap Value	\$	7391920.43	.000000	\$ 0.00
MyWayRetirement Real Estate	\$	4131390.49	.000000	\$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2022
 Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
MyWayRet Small Cap Growth Fund	\$	7176689.21	.000000	\$ 0.00
MyWayRet Small Cap Value Fund	\$	6702910.89	.000000	\$ 0.00
Neuberger Berman Genesis Fund	\$	2227994.09	.000000	\$ 0.00
Neuberger Berman Intrinsic Val	\$	303542.37	.000000	\$ 0.00
New Opportunities Fund	\$	21683641.01	.000000	\$ 0.00
Northern EM Equity Index Fund	\$	30891326.75	.000000	\$ 0.00
Northern Small Cap Value Fund	\$	8557199.94	.000000	\$ 0.00
Nuveen Small Cap Value Fund	\$	8058694.80	.000000	\$ 0.00
Oakmark International Fund	\$	8535259.80	.000000	\$ 0.00
Parnassus Mid Cap Fund	\$	9565567.96	.000000	\$ 0.00
Pax Small Cap Fund	\$	1061795.78	.000000	\$ 0.00
PGIM Jennison Mid Cap Growth	\$	87205864.28	.000000	\$ 0.00
PGIM Jennison Small Company	\$	2773988.25	.000000	\$ 0.00
PGIM Quant Solutions MC Value	\$	1724795.04	.000000	\$ 0.00
PIMCO Commodity Real Return	\$	39219996.12	.000000	\$ 0.00
Principal Real Estate Securit	\$	64245.93	.000000	\$ 0.00
Putnam Small Cap Growth Fund	\$	10022607.30	.000000	\$ 0.00
Real Est. Securities Fund	\$	230295750.31	.000000	\$ 0.00
Royce Opportunity	\$	88521229.34	.000000	\$ 0.00
Royce Pennsylvania Mutual Fund	\$	7540929.89	.000000	\$ 0.00
Royce Total Return Fund	\$	556770.65	.000000	\$ 0.00
Science & Technology Fund	\$	337190920.34	.000000	\$ 0.00
Small Cap Index Fund	\$	299844328.85	.000000	\$ 0.00
Small Cap Stock Fund	\$	63485070.50	.000000	\$ 0.00
Small Cap Value Fund	\$	130650884.56	.000000	\$ 0.00
Sprott Gold Equity Fund	\$	54790547.30	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
T. Rowe Price Health Sci	\$	554532849.29	.000000	\$ 0.00
T. Rowe Price Intl Value Eqty	\$	1902531.18	.000000	\$ 0.00
T. Rowe Price New Era Fund	\$	48522117.59	.000000	\$ 0.00
T. Rowe Price QM US SC Grth Eq	\$	16818729.63	.000000	\$ 0.00
T. Rowe Price Sci & Tech	\$	372003365.68	.000000	\$ 0.00
T. Rowe Price Sml Cap Val	\$	136124555.64	.000000	\$ 0.00
Templeton Foreign Fund	\$	2316805.93	.000000	\$ 0.00
Templeton Foreign Smaller Co	\$	25794330.71	.000000	\$ 0.00
Thrivent Mid Cap Stock Fund	\$	23292285.94	.000000	\$ 0.00
TIAA-CREF Quant Sm/Mid-Cap Eq	\$	51100.08	.000000	\$ 0.00
TIAA-CREF Small-Cap Blend Idx	\$	184129940.18	.000000	\$ 0.00
Touchstone Mid Cap Growth Fund	\$	0.00	.000000	\$ 0.00
Undiscovered Mgr Behavioral	\$	51060115.38	.000000	\$ 0.00
Vanguard Emerging Mkts Stk Ind	\$	2115591.90	.000000	\$ 0.00
Vanguard Energy Fund	\$	250614962.95	.000000	\$ 0.00
Vanguard Explorer Fund	\$	159211998.94	.000000	\$ 0.00
Vanguard International Value	\$	4581739.25	.000000	\$ 0.00
Vanguard Materials Index Fund	\$	10681297.70	.000000	\$ 0.00
Vanguard Mid-Cap Growth ETF	\$	293203697.76	.000000	\$ 0.00
Vanguard Mid-Cap Value ETF	\$	258904334.13	.000000	\$ 0.00
Vanguard Small Cap Grow Index	\$	391871655.21	.000000	\$ 0.00
Vanguard Small Cap Value Index	\$	318538225.93	.000000	\$ 0.00
Vanguard Strategic Equity Fund	\$	34644752.14	.000000	\$ 0.00
Victory Trivalent Intl SC	\$	4322329.44	.000000	\$ 0.00
Virtus Ceredex MCV Equity	\$	9885113.22	.000000	\$ 0.00
WisdomTree MidCap Dividend ETF	\$	42165451.72	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
WisdomTree MC Earnings ETF	\$	10951317.77	.000000	\$ 0.00
WisdomTree SC Dividend ETF	\$	6771167.13	.000000	\$ 0.00
500 Index Fund	\$	4028321428.97	1904.945755	\$ 105851.07
AB Large Cap Growth Fund	\$	133864660.83	.000000	\$ 0.00
AB Sustainable Global Thematic	\$	8621698.16	.000000	\$ 0.00
Allspring Disciplined US Core	\$	564938.86	.000000	\$ 0.00
Allspring Growth Fund	\$	227574.93	.000000	\$ 0.00
American Beacon Bridgeway LCV	\$	1988793.39	.000000	\$ 0.00
American Century Focused Dynam	\$	872331.81	.000000	\$ 0.00
American Century Value Fund	\$	2609595.12	.000000	\$ 0.00
American Funds AMCAP Fund	\$	45556616.94	.000000	\$ 0.00
Capital World Growth & Income	\$	271581373.79	.000000	\$ 0.00
American Funds EuroPac Growth	\$	468681064.95	.000000	\$ 0.00
American Funds Fundamental Inv	\$	269759878.58	.000000	\$ 0.00
American Funds New Perspective	\$	451866340.67	.000000	\$ 0.00
AF The Growth Fund of America	\$	737342665.56	.000000	\$ 0.00
Investment Company of America	\$	243661859.59	.000000	\$ 0.00
Washington Mutual Investors	\$	488280584.51	.000000	\$ 0.00
BlackRock EAFE Equity Index	\$	18384216.50	.000000	\$ 0.00
BlackRock Equity Index Fund	\$	83304173.18	.000000	\$ 0.00
BlackRock International Fund	\$	1830459.92	.000000	\$ 0.00
BlackRock Large Cap Focus Val	\$	30433794.20	.000000	\$ 0.00
Blue Chip Growth Fund	\$	1230121093.39	242.628640	\$ 18162.73
Capital Appreciation Fund	\$	417638449.03	.000000	\$ 0.00
ClearBridge Aggressive Growth	\$	53407550.56	.000000	\$ 0.00
ClearBridge International Grow	\$	1314935.57	.000000	\$ 0.00

*Assets = Liabilities



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 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
ClearBridge Large Cap Growth	\$	17519997.12	.000000	\$ 0.00
Columbia Contrarian Core Fund	\$	6441369.06	.000000	\$ 0.00
Columbia Global Value Fund	\$	1552020.38	.000000	\$ 0.00
Delaware Ivy Intl Core Equity	\$	3572497.61	.000000	\$ 0.00
DFA Global Equity Fund	\$	17047803.82	.000000	\$ 0.00
DFA US Large Cap Value Fund	\$	55080234.35	.000000	\$ 0.00
DFA US Large Company Fund	\$	59599548.74	.000000	\$ 0.00
Diamond Hill Large Cap Fund	\$	4586939.22	.000000	\$ 0.00
Dodge & Cox Stock Fund	\$	279853415.78	.000000	\$ 0.00
Domini Impact Equity Fund	\$	25941046.54	.000000	\$ 0.00
Domini Impact Intl Equity	\$	3031596.31	.000000	\$ 0.00
Eaton Vance RB Equity Strategy	\$	2320562.30	.000000	\$ 0.00
Equity Income Fund	\$	175198477.16	.000000	\$ 0.00
Federated Kaufmann Large Cap	\$	2480324.05	.000000	\$ 0.00
Fidelity Adv Diversified Intl	\$	5599373.31	.000000	\$ 0.00
Fidelity Adv Diversified Stock	\$	25066291.15	.000000	\$ 0.00
Fidelity Advisor Growth Opps	\$	1106647.60	.000000	\$ 0.00
Fidelity Adv Leveraged Co Stk	\$	32080707.35	.000000	\$ 0.00
Fidelity Adv New Insights	\$	55729964.94	.000000	\$ 0.00
Fidelity ContraFund	\$	485038330.08	.000000	\$ 0.00
Fidelity International Index	\$	160394786.99	.000000	\$ 0.00
Fidelity NASDAQ Composite Idx	\$	29189165.31	.000000	\$ 0.00
Franklin DynaTech Fund	\$	32201656.05	.000000	\$ 0.00
Franklin Growth Fund	\$	14277105.29	.000000	\$ 0.00
Franklin Mutual Beacon Fund	\$	96112092.62	.000000	\$ 0.00
Mutual Global Discovery	\$	131493544.99	.000000	\$ 0.00

*Assets = Liabilities



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 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
Fundamental All Cap Core Fund	\$	81464740.51	.000000	\$ 0.00
Fundamental Large Cap Value	\$	161010587.87	.000000	\$ 0.00
Harbor Capital Appreciation	\$	43117.81	.000000	\$ 0.00
Harbor Large Cap Value Fund	\$	652382.20	.000000	\$ 0.00
Hartford Core Equity Fund	\$	5004969.86	.000000	\$ 0.00
Hartford Equity Income Fund	\$	6567631.58	.000000	\$ 0.00
Hartford Growth Opportunities	\$	65875.40	.000000	\$ 0.00
Hartford International Oppor	\$	6017361.03	.000000	\$ 0.00
Intl Equity Index Fund	\$	239420418.29	.000000	\$ 0.00
Invesco Diversified Dividend	\$	26389737.79	.000000	\$ 0.00
Invesco EQV Intl Equity Fund	\$	23156002.35	.000000	\$ 0.00
Invesco Global Fund	\$	139559327.91	.000000	\$ 0.00
Invesco Growth and Income	\$	4260896.58	.000000	\$ 0.00
Invesco Main Street Fund	\$	1090748.02	.000000	\$ 0.00
Invesco Opp Intl Growth Fund	\$	72337675.87	.000000	\$ 0.00
iShares MSCI EAFE Growth ETF	\$	13101774.81	.000000	\$ 0.00
Janus Henderson Forty Fund	\$	18302686.20	.000000	\$ 0.00
John Hancock Classic Value	\$	2302482.13	.000000	\$ 0.00
John Hancock Disciplined Value	\$	527950248.85	.000000	\$ 0.00
John Hancock ESG Intl Equity	\$	348773.45	.000000	\$ 0.00
John Hancock ESG LC Core	\$	3051931.69	.000000	\$ 0.00
JH Fundamental Gbl Franchise	\$	1353259.67	.000000	\$ 0.00
JH Fundamental Large Cap Core	\$	6038015.77	.000000	\$ 0.00
John Hancock Global Equity	\$	840015.11	.000000	\$ 0.00
John Hancock Intl Growth	\$	51349612.07	.000000	\$ 0.00
John Hancock U.S. Growth Fund	\$	61409784.78	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
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 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets and Liabilities*		Total No of Units	Total Value
John Hancock US Gbl Ldr Grow	\$ 2752063.80		.000000	\$ 0.00
JPMorgan Large Cap Growth	\$ 199118133.75		.000000	\$ 0.00
JPMorgan U.S. Equity Fund	\$ 461107357.88		904.249943	\$ 29806.07
Lazard International Equity	\$ 4082984.87		.000000	\$ 0.00
Lazard US Equity Concentrated	\$ 44869.06		.000000	\$ 0.00
MFS Blended Research Core Eq	\$ 2723114.72		.000000	\$ 0.00
MFS Growth Fund	\$ 24682006.81		.000000	\$ 0.00
MFS Intl Diversification Fund	\$ 3643467.56		.000000	\$ 0.00
MFS Massachusetts Investors	\$ 63486895.88		.000000	\$ 0.00
MFS Value Fund	\$ 121174661.28		.000000	\$ 0.00
MyWayRet International Growth	\$ 11515591.83		.000000	\$ 0.00
MyWayRet Large Cap Growth Fund	\$ 31718973.42		.000000	\$ 0.00
MyWayRet Large Cap Value Fund	\$ 25279131.12		.000000	\$ 0.00
Neuberger Berman Intl Equity	\$ 638756.60		.000000	\$ 0.00
Neuberger Berman Multi-Cap Opp	\$ 835054.89		.000000	\$ 0.00
Neuberger Berman Sustain Equ	\$ 2051840.42		.000000	\$ 0.00
Oakmark Fund	\$ 6972255.69		.000000	\$ 0.00
Parnassus Core Equity Fund	\$ 208032788.52		.000000	\$ 0.00
Parnassus Endeavor Fund	\$ 19636090.78		.000000	\$ 0.00
Principal Global Real Estate	\$ 1979059.69		.000000	\$ 0.00
Putnam Growth Opportunities	\$ 20267387.06		.000000	\$ 0.00
Putnam Large Cap Value Fund	\$ 35710678.94		.000000	\$ 0.00
Putnam Research Fund	\$ 6330.84		.000000	\$ 0.00
Sit Dividend Growth Fund	\$ 5027503.37		.000000	\$ 0.00
State Street Inst U.S. Equity	\$ 11112.82		.000000	\$ 0.00
T. Rowe Price Dividend Growth	\$ 40511163.55		.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
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 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
T. Rowe Price Equity Inc	\$	227050164.24	.000000	\$ 0.00
T. Rowe Price Growth Stock	\$	36933953.81	.000000	\$ 0.00
T. Rowe Price Large Cap Growth	\$	246668.80	.000000	\$ 0.00
T. Rowe Price Overseas Stock	\$	29551527.01	.000000	\$ 0.00
Templeton World	\$	54604418.63	.000000	\$ 0.00
Thornburg Global Opportunities	\$	1457621.42	.000000	\$ 0.00
Thornburg Intl Growth	\$	4465917.41	.000000	\$ 0.00
TIAA-CREF Equity Index Fund	\$	45285859.16	.000000	\$ 0.00
TIAA-CREF Large-Cap Growth Idx	\$	155713252.51	.000000	\$ 0.00
TIAA-CREF Large-Cap Value Idx	\$	41925407.64	.000000	\$ 0.00
TIAA-CREF Social Choice Equity	\$	8933953.65	.000000	\$ 0.00
Total Stock Market Index Fund	\$	355057285.53	.000000	\$ 0.00
Vanguard Equity-Income Fund	\$	125434253.02	.000000	\$ 0.00
Vanguard Growth Index Fund	\$	815658297.06	.000000	\$ 0.00
Vanguard High Dividend Yld Idx	\$	25485972.33	.000000	\$ 0.00
Vanguard International Growth	\$	107774520.75	.000000	\$ 0.00
Vanguard Total Intl Stock Idx	\$	75344095.02	.000000	\$ 0.00
Vanguard Tot Wld Stk Index ETF	\$	90368103.75	756.868342	\$ 13315.86
Vanguard Value Index Fund	\$	662331785.07	.000000	\$ 0.00
Victory Diversified Stock	\$	5885320.69	.000000	\$ 0.00
Virtus Large Cap Growth Stock	\$	40143.20	.000000	\$ 0.00
AF American Balanced Fund	\$	1439841580.75	.000000	\$ 0.00
AF Capital Income Builder	\$	116142360.53	.000000	\$ 0.00
AF The Income Fund of America	\$	141556320.71	.000000	\$ 0.00
BlackRock Global Allocation	\$	201888684.84	.000000	\$ 0.00
BlackRock High Equity Income	\$	3636222.21	.000000	\$ 0.00

*Assets = Liabilities



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 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
Delaware Ivy Asset Strategy	\$	29343977.82	.000000	\$ 0.00
DWS RREEF Gbl Infrastructure	\$	1442746.60	.000000	\$ 0.00
Fidelity Advisor Balanced Fund	\$	35940796.31	.000000	\$ 0.00
Franklin Global Allocation	\$	16023778.44	.000000	\$ 0.00
Franklin Utilities Fund	\$	34080787.24	.000000	\$ 0.00
Invesco Equity and Income Fund	\$	6865709.18	.000000	\$ 0.00
Janus Henderson Balanced Fund	\$	50828464.75	.000000	\$ 0.00
John Hancock Balanced Fund	\$	17299332.64	234.528391	\$ 6660.03
John Hancock EM Debt Fund	\$	549499.09	.000000	\$ 0.00
John Hancock Infrastructure	\$	142676.76	.000000	\$ 0.00
Lazard Global Listed Infra	\$	2433995.43	.000000	\$ 0.00
Loomis Sayles Gbl Allocation	\$	12104843.78	.000000	\$ 0.00
MainStay Income Builder Fund	\$	4437954.53	.000000	\$ 0.00
MFS Emerging Markets Debt	\$	10385774.16	.000000	\$ 0.00
MFS Total Return Fund	\$	7069051.15	.000000	\$ 0.00
MFS Utilities Fund	\$	157042409.41	.000000	\$ 0.00
MyWayRetirement Balanced Fund	\$	18382785.99	.000000	\$ 0.00
Pax Sustainable Allocation	\$	9290237.24	.000000	\$ 0.00
PIMCO All Asset All Authority	\$	2836841.91	.000000	\$ 0.00
PIMCO All Asset	\$	38982883.15	.000000	\$ 0.00
PIMCO Long Duration Total Rtn	\$	6417681.66	.000000	\$ 0.00
Principal Spectrum PrefSec Inc	\$	28909.31	.000000	\$ 0.00
Vanguard Balanced Index Fund	\$	144024570.59	.000000	\$ 0.00
Vanguard LT Treasury Index	\$	4139329.32	.000000	\$ 0.00
AB Global Bond Fund	\$	17114527.36	.000000	\$ 0.00
AB High Income Fund	\$	10867324.94	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
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 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
AB Income Fund	\$	1250973.19	.000000	\$ 0.00
Allspring Core Bond Fund	\$	4550371.44	.000000	\$ 0.00
Allspring Core Plus Bond Fund	\$	0.00	.000000	\$ 0.00
Allspring Government Securitie	\$	3867625.11	.000000	\$ 0.00
American Century Infl Adj Bond	\$	4469100.62	.000000	\$ 0.00
American Funds Bond Fund of Am	\$	35252443.53	.000000	\$ 0.00
AF Capital World Bond Fund	\$	19716520.04	.000000	\$ 0.00
American Funds Strategic Bond	\$	1096440.48	.000000	\$ 0.00
AF US Government Securities	\$	68383402.19	.000000	\$ 0.00
Baird Core Plus Bond Fund	\$	85.13	.000000	\$ 0.00
BlackRock High Yield Bond Fund	\$	39623248.57	.000000	\$ 0.00
BlackRock Infl Protected Bond	\$	15075832.54	.000000	\$ 0.00
BlackRock Total Return Fund	\$	21536671.06	.000000	\$ 0.00
BlackRock U.S. Debt Index Fund	\$	17224105.58	.000000	\$ 0.00
BlackRock U.S. TIPS Index Fund	\$	7501306.56	.000000	\$ 0.00
Brandywine Global Opps Bond	\$	1030268.19	.000000	\$ 0.00
Core Bond Fund	\$	119636248.94	.000000	\$ 0.00
DFA Five-Year Gbl Fixed-Income	\$	950325.31	.000000	\$ 0.00
DFA Inflation-Protected Sec	\$	143599721.71	.000000	\$ 0.00
DFA Intermediate Gov Fixed Inc	\$	15625469.44	.000000	\$ 0.00
DoubleLine Core Fixed Income	\$	3754877.54	.000000	\$ 0.00
DoubleLine Total Return Bond	\$	8076710.67	.000000	\$ 0.00
Eaton Vance High Income Opps	\$	5272642.52	.000000	\$ 0.00
Federated High Yield Bond	\$	120098758.39	.000000	\$ 0.00
Federated Total Return Bond	\$	8295531.32	.000000	\$ 0.00
Fidelity Advisor Total Bond	\$	583896467.62	.000000	\$ 0.00

*Assets = Liabilities



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 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
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Floating Rate Income Fund	\$	13720237.97	.000000	\$ 0.00
Guggenheim Total Return Bond	\$	11322038.74	.000000	\$ 0.00
Hartford Balanced Income Fund	\$	29320897.18	.000000	\$ 0.00
Hartford Inflation Plus Fund	\$	972002.63	.000000	\$ 0.00
Hartford World Bond Fund	\$	2778922.66	.000000	\$ 0.00
High Yield Fund	\$	184852268.13	.000000	\$ 0.00
Invesco Core Plus Bond Fund	\$	6547950.90	.000000	\$ 0.00
Invesco International Bond	\$	21064998.68	.000000	\$ 0.00
Alternative Asset Allocation	\$	7590292.68	.000000	\$ 0.00
John Hancock Bond Fund	\$	349260688.87	.000000	\$ 0.00
John Hancock ESG Core Bond	\$	139352.31	.000000	\$ 0.00
John Hancock Government Income	\$	144592.94	.000000	\$ 0.00
John Hancock Income Fund	\$	10173801.01	.000000	\$ 0.00
John Hancock Invt Grade Bond	\$	3688890.53	.000000	\$ 0.00
JPMorgan Core Bond Fund	\$	45260287.53	.000000	\$ 0.00
JPMorgan Global Bond Opps	\$	9286742.46	.000000	\$ 0.00
Loomis Sayles Core Plus Bond	\$	4980253.23	.000000	\$ 0.00
Lord Abbett Bond Debenture	\$	20099764.22	.000000	\$ 0.00
Lord Abbett Core Bond Fund	\$	533483.24	.000000	\$ 0.00
Lord Abbett Core Fixed Income	\$	5515166.26	.000000	\$ 0.00
Lord Abbett High Yield Fund	\$	11168315.92	.000000	\$ 0.00
MainStay MacKay HY Corp Bond	\$	4593842.60	.000000	\$ 0.00
Metropolitan West Ttl Rtn Bond	\$	10430404.21	.000000	\$ 0.00
MFS Income Fund	\$	12343.60	.000000	\$ 0.00
MyWayRetirement Core Bond Fund	\$	10613705.32	.000000	\$ 0.00
MyWayRetirement Global Bond	\$	2002543.81	.000000	\$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2022
 Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
 401(K) PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
MyWayRet Multi-Sector Bond	\$	6860551.09	.000000	\$ 0.00
PIMCO Global Bond Opps Fund	\$	0.00	.000000	\$ 0.00
Nuveen Strategic Income Fund	\$	6638264.40	.000000	\$ 0.00
Opportunistic Fixed Income	\$	55965244.76	.000000	\$ 0.00
PGIM Global Total Return Fund	\$	20130421.78	.000000	\$ 0.00
PGIM Total Return Bond Fund	\$	81771579.15	.000000	\$ 0.00
PIMCO Income Fund	\$	94996385.68	.000000	\$ 0.00
PIMCO Intl Bond USD-Hedged	\$	10862018.45	.000000	\$ 0.00
PIMCO Invt Grade Credit Bond	\$	4445998.58	.000000	\$ 0.00
PIMCO Real Return	\$	154637122.96	.000000	\$ 0.00
Putnam Global Income Fund	\$	667181.02	.000000	\$ 0.00
Strategic Income Opp Fund	\$	200723999.24	.000000	\$ 0.00
T. Rowe Price Spectrum Inc	\$	110634331.47	.000000	\$ 0.00
Templeton Global Bond Fund	\$	49101827.14	.000000	\$ 0.00
TIAA-CREF Core Impact Bond	\$	4405458.70	.000000	\$ 0.00
Total Bond Market Fund	\$	251440973.32	.000000	\$ 0.00
Vanguard Inter-Term Bond Idx	\$	27558116.38	.000000	\$ 0.00
Vanguard Total Bond Market Idx	\$	90985751.32	.000000	\$ 0.00
Vanguard Total Intl Bond Index	\$	11119816.51	.000000	\$ 0.00
Virtus Seix Floating Rate HInc	\$	8838539.71	.000000	\$ 0.00
Western Asset Core Bond Fund	\$	41604873.63	.000000	\$ 0.00
Western Asset Core Plus Bond	\$	34871487.30	.000000	\$ 0.00
Calvert Short Duration Income	\$	3455750.06	.000000	\$ 0.00
DoubleLine Low Duration Bond	\$	1949532.35	.000000	\$ 0.00
Federated Capital Preservation	\$	30488768.19	.000000	\$ 0.00
Guggenheim Limited Duration	\$	3696670.96	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
FOR CONTRACT # 142403 THE TRUSTEES OF PEP, INC. EMPLOYEES'
401(K) PLAN
MONEY INVESTED AS OF DECEMBER 31, 2022

Sub-Accounts	John Hancock USA		THE TRUSTEES OF PEP, INC. EMPLOYEES'	
	Total Sub-Accounts		401(K) PLAN	
	Assets	Liabilities*	Total No of Units	Total Value
Invesco Premier US Govt Money	\$	36512785.01	.000000	\$ 0.00
John Hancock Stable Val	\$	2692943638.52	.000000	\$ 0.00
Lord Abbett Short Duration Inc	\$	41029492.59	.000000	\$ 0.00
Money Market Fund	\$	1622041840.81	.000000	\$ 0.00
NY Life Ins. Co. Anchor Acct	\$	49061758.57	.000000	\$ 0.00
Payden/Kravitz Cash Balance	\$	51230182.49	.000000	\$ 0.00
PGIM Short-Term Corporate Bond	\$	5822787.35	.000000	\$ 0.00
PIMCO Short-Term Fund	\$	6398001.30	.000000	\$ 0.00
Reliance MetLife Stable Value	\$	398514926.31	5.610466	\$ 1068.62
T. Rowe Price Short Term Bond	\$	33815603.15	.000000	\$ 0.00
Thornburg Limited Term Income	\$	2969499.24	.000000	\$ 0.00
Vanguard Short-Term Bond Index	\$	24640387.62	.000000	\$ 0.00
Vanguard Short-Term Federal	\$	235950854.85	.000000	\$ 0.00
Vanguard ST Investment-Grade	\$	14883233.96	.000000	\$ 0.00
John Hancock Ret Income 2040	\$	0.00	.000000	\$ 0.00
Vanguard Target Ret 2015	\$	0.00	.000000	\$ 0.00

*Assets = Liabilities

I hereby certify that this statement, given pursuant to 29 CFR 2520.103-5(c), is complete and accurate.

Sue Reibel
CEO, John Hancock Retirement

Production Date(R): JAN/13/2023

PEP, Inc. Employees' 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2022

EIN: 52-1168285
PN: 002

(c)				
(a)	(b) Identity of issue, borrower, lessor, or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value	(d) Cost**	(e) Current Value
	American Funds 2010 TD	Pooled Separate Account		\$ 53,101
	American Funds 2015 TD	Pooled Separate Account		886
	American Funds 2020 TD	Pooled Separate Account		270,333
	American Funds 2025 TD	Pooled Separate Account		1,285,814
	American Funds 2030 TD	Pooled Separate Account		1,851,221
	American Funds 2035 TD	Pooled Separate Account		911,361
	American Funds 2040 TD	Pooled Separate Account		318,544
	American Funds 2045 TD	Pooled Separate Account		444,867
	American Funds 2050 TD	Pooled Separate Account		171,318
	American Funds 2055 TD	Pooled Separate Account		64,995
	American Funds 2060 TD	Pooled Separate Account		10,518
	American Funds 2065 TD	Pooled Separate Account		3,273
	Blue Chip Growth Fund	Pooled Separate Account		18,163
	Cohen & Steers Real Estate	Pooled Separate Account		5,019
	John Hancock Balanced Fund	Pooled Separate Account		6,660
	JPMorgan U.S. Equity Fund	Pooled Separate Account		29,806
	Vanguard Tot Wld Stk Index ETF	Pooled Separate Account		13,316
	IDX 500	Pooled Separate Account		105,851
	Wells ACBF	Pooled Separate Account		1,069
Total investments				<u>\$ 5,566,115</u>
		Maturities through December 2027; Interest rates ranging from 4.25% - 8.50%		
*	Notes Receivable from Participants			<u>\$ 207,662</u>

* Party-in-interest as defined by ERISA.

** Cost omitted; all investments are participant-directed.