

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 MANSUETO VENTURES, LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 10/01/2005
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) MANSUETO VENTURES LLC 7 WORLD TRADE CENTER 29TH FLOOR NEW YORK, NY 10007-2195
2b	Employer Identification Number (EIN) 20-3083053
2c	Plan Sponsor's telephone number 212-389-5471
2d	Business code (see instructions) 511190

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.	05/07/2024	CHLOE O'CONNOR
	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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 287
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 176
a(2) Total number of active participants at the end of the plan year		6a(2) 182
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 122
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 304
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 304
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 285
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 1
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2G 2E 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) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MANSUETO VENTURES, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MANSUETO VENTURES LLC	D Employer Identification Number (EIN) 20-3083053	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

04-2647786

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	200	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ABF SM CAP VAL INV - DST ASSET MAN 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMCENT INFL-ADJBD IV - AMERICAN CE 44-0619208	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
LOOMIS SM CAP VAL R - DST ASSET MA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.25%	
(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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MANSUETO VENTURES, LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MANSUETO VENTURES LLC	D Employer Identification Number (EIN) 20-3083053	

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: MIP CL 1		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 403753
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

Part II Information on Participating Plans (to be completed by DFEs)

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**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>MANSUETO VENTURES, LLC 401(K) PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>MANSUETO VENTURES LLC</u>		D Employer Identification Number (EIN) <u>20-3083053</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	134660	98129
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	82021	72677
(9) Value of interest in common/collective trusts.....	1c(9)	412520	403753
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	23532150	20483579
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	24161351	21058138

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	24161351	21058138
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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)	135248	
(B) Participants	2a(1)(B)	1964317	
(C) Others (including rollovers)	2a(1)(C)	42036	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2141601
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1302	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	4155	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5457
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1552884	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1552884
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-28426
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-6126064
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-2454548
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	648446	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		648446
f Corrective distributions (see instructions)	2f		19
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	200	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		200
j Total expenses. Add all expense amounts in column (b) and enter total	2j		648665
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-3103213
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **PKF O'CONNOR DAVIES, LLP**

(2) EIN: **27-1728945**

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	☒	☐	135307

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

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan MANSUETO VENTURES, LLC 401(K) PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 MANSUETO VENTURES LLC		D Employer Identification Number (EIN) 20-3083053
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

Mansueto Ventures, LLC 401(k) Plan

Financial Statements

December 31, 2022

Independent Auditors' Report

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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

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

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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- 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.

Supplemental Schedules Required by ERISA

The supplemental schedules (1) Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and (2) Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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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 its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental 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).

PKF O'Connor Davies, LLP

May 6, 2024

Mansueto Ventures, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2022	2021
ASSETS		
Investments, at Fair Value		
Mutual funds	\$ 20,483,579	\$ 23,532,150
Money market fund	98,129	134,660
Common/collective trust	<u>432,981</u>	<u>408,881</u>
Total Investments	<u>21,014,689</u>	<u>24,075,691</u>
Receivables		
Employer contributions	232,602	204,369
Participants contributions	3,209	-
Notes receivable from participants	<u>72,677</u>	<u>82,021</u>
Total Receivables	<u>308,488</u>	<u>286,390</u>
Total Assets	21,323,177	24,362,081
LIABILITIES	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 21,323,177</u>	<u>\$ 24,362,081</u>

See notes to financial statements

Mansueto Ventures, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2022

ADDITIONS

Contributions

Participants	\$ 1,967,526
Employer	163,481
Rollover	<u>42,036</u>
Total Contributions	<u>2,173,043</u>

Investment (Loss) Income

Interest and dividends	1,554,186
Net depreciation in fair value of investments	<u>(6,121,623)</u>
Total Investment Loss	<u>(4,567,437)</u>

Interest on notes receivable from participants

	<u>4,155</u>
Total Additions, Net of Investment Loss	<u>(2,390,239)</u>

DEDUCTIONS

Benefits paid to participants

	648,465
Administrative expenses	<u>200</u>
Total Deductions	<u>648,665</u>
Net Decrease	(3,038,904)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year	<u>24,362,081</u>
End of year	<u>\$ 21,323,177</u>

See notes to financial statements

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan

The following description of the Mansueto Ventures, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for more detailed information.

General

The Plan is a defined contribution plan covering all eligible employees of Mansueto Ventures, LLC (the "Company" or "Employer"). The Plan excludes employees who are: (1) residents of Puerto Rico; (2) covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan; (3) leased employees; (4) nonresident aliens with no income from a U.S. source; or (5) temporary employees (if they did not obtain 21 years of age and completion of 1,000 hours of service). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Contributions to the Plan are made by both participating employees and the Company. Participants may contribute up to 60% of their eligible compensation, as defined by the Plan, on a pre-tax, after-tax, or Roth basis, subject to Internal Revenue Code ("IRC") limitations. Participants may also elect to make after-tax contributions on up to 100% of their eligible compensation, subject to IRC limitations. All eligible employees and new hires are automatically enrolled in the Plan with a pre-tax deferral contribution of 6% unless they sign a waiver indicating that they do not wish to participate in the Plan. Those participants who are automatically enrolled will have their contributions increased by 1% each year not to exceed 10%, unless otherwise elected. Participants who are at least age 50 may make an additional "catch-up" contribution subject to IRC limitations. Participants may also contribute funds from another qualified retirement plan ("rollover contributions"), subject to certain requirements.

The Company may make discretionary matching contributions. In addition, the Company may also elect to make discretionary non-elective contributions to those employed on the last day of the plan year. For the year ended December 31, 2022, the Company made a discretionary matching contribution to participants earning less than \$135,000 in W-2 wages and were employed at the end of the year. The matching contribution was of 75% of the participant deferrals up to \$2,500. No discretionary non-elective contributions were made for the year ended December 31, 2022.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) Employer contributions and (b) Plan earnings (losses) thereon. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan (*continued*)

Vesting

Participants are fully vested in that portion of their account which represents their contributions and the income earned thereon. Participants hired prior to January 1, 2020 who had a Company discretionary matching balance are 100% vested in all contributions and earnings thereon. Participants hired after January 1, 2020 are subject to a 4-year graded vesting schedule with 100% vesting occurring after 4 years of service. Participants become 100% vested in all contributions and earnings thereon upon death, total and permanent disability, or attainment of normal retirement age. A participant's interest in the Company's discretionary non-elective contributions fully vests after one year of service.

Payment of Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other separation from service. Participants may elect a lump sum distribution.

A participant may also request a withdrawal upon attainment of age 59 ½ or upon demonstration by the participant to the plan administrator that the participant is suffering from a hardship. A hardship is defined in applicable regulations promulgated or to be promulgated pursuant to Section 401(k) of the Internal Revenue Code or standards established by the Secretary of the Treasury or his delegate.

Notes Receivable from Participants

A participant may borrow an aggregate amount up to the lesser of \$50,000 or 50% of the participant's vested account balance, subject to plan limitations. The minimum loan allowed is \$1,000. Loans must bear a reasonable rate of interest commensurate with local prevailing interest rates, as determined by the plan administrator. Loans are collateralized by the participant's nonforfeitable interest in the Plan and are supported by a promissory note. Loans must be repaid over a period not to exceed five years unless the loan proceeds are used for the purchase of a primary residence, in which case a longer repayment period is allowed. A participant may only have one outstanding loan at any given time. Principal and interest is generally paid ratably through payroll deductions each pay period.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are excluded from these financial statements. Administrative fees incurred in connection with loans and participant activity charges are borne by the individual and deducted from their respective Plan assets. Investment related expenses are included in net depreciation in fair value of investments.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan (*continued*)

Forfeitures

When certain terminations of participation in the Plan occur, the non-vested portion of a participant's account represents a forfeiture, as defined by the Plan. Forfeited balances are first used to restore re-employed participants' accounts. Any remaining forfeitures may be used to pay Plan expenses or reduce future Employer contributions. At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$3,650 and \$3,584. During 2022, no forfeitures were used to offset Plan expenses or to reduce Employer contributions.

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

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

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.,

Fair Value Measurements

The Plan follows U.S. GAAP guidance on Fair Value Measurements which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable and are used to the extent that observable inputs do not exist.

Pursuant to U.S. GAAP guidance, alternative investments where fair value is measured using the Net Asset Value ("NAV") per share as a practical expedient is not categorized within the fair value hierarchy.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The mutual funds and money market fund are valued at the daily closing price as reported by the fund. These funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The common/collective trust is valued at the NAV of units held by the Plan. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

2. Summary of Significant Accounting Policies *(continued)*

Investment Valuation and Income Recognition (continued)

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is May 6, 2024.

3. Information Certified (Unaudited)

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) including investments and notes receivable from participants held at December 31, 2022 and 2021, and interest and dividends, net depreciation in fair value of investments, and interest on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, a qualified institution.

4. Investments

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

	2022		
	Level 1	Other Investments Measured at NAV *	Total
Mutual funds	\$ 20,483,579	\$ -	\$ 20,483,579
Money market fund	98,129	-	98,129
Common/collective trust	-	432,981	432,981
	<u>\$ 20,581,708</u>	<u>\$ 432,981</u>	<u>\$ 21,014,689</u>

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

4. Investments (continued)

	2021		
		Other	
		Investments	
	Level 1	Measured	Total
		at NAV *	
Mutual funds	\$ 23,532,150	\$ -	\$ 23,532,150
Money market fund	134,660	-	134,660
Common/collective trust	-	408,881	408,881
	<u>\$ 23,666,810</u>	<u>\$ 408,881</u>	<u>\$ 24,075,691</u>

(*) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy.

5. Common/Collective Trust

The Fidelity Managed Income Portfolio I ("MIP I") is a common/collective trust and has no unfunded commitments. Fidelity is the trustee of the MIP I. The MIP I invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters wrap contracts issued with third parties, and invests in cash equivalents represented by shares in money market funds. Wrap contracts are purchased from issuers rated in the top three long-term rating categories (A- or the equivalent and above).

Net asset value per unit is determined each business day. Issues and redemptions of units are recorded, upon receipt of unitholder's instructions in good order, based on the next determined net asset value per unit normally each day. In unusual market conditions, the trustee may impose restrictions on issues and redemptions of units.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the MIP at net asset value.

6. Exempt Party-in-Interest Transactions

Certain investments are managed by Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as exempt party-in-interest transactions under ERISA.

Participants who are active employees may borrow from their accounts and such loans qualify as exempt party-in-interest transactions under ERISA. These loans are recorded as notes receivable from participants in the statement of net assets available for benefits.

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

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

7. Plan Termination

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

8. Non-Exempt Party-in-Interest Transaction

For the 2022 and 2020 plan years, the Company failed to transmit to the Plan contributions and loan repayments for participants totaling \$3,209 and \$132,098 within the period prescribed by Department of Labor regulations. The 2022 delinquent contributions were due to an error at the recordkeeper. In 2023, pursuant to the guidance issued by the Department of Labor, lost earnings were calculated and allocated to affected participants by the Company for all amounts.

9. Tax Status

The Internal Revenue Service ("IRS") issued an opinion letter to the prototype plan document preparer, FMR LLC, dated June 30, 2020, which states that the form of the prototype plan qualifies under the applicable provisions of the IRC. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

10. Risks and Uncertainties

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

The global and domestic economic uncertainty has resulted in significant volatility in financial markets. This volatility has affected, and may continue to affect, the value of the Plan's net assets available for benefits. The effects of economic and market conditions subsequent to December 31, 2022 are not reflected in these financial statements and future effects on the Plan's net assets available for benefits cannot be predicted.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 21,323,177	\$ 24,362,081
Employer contributions receivable	(232,602)	(204,369)
Participants contributions receivable	(3,209)	-
Difference in valuation for common/collective trust	<u>(29,228)</u>	<u>3,639</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 21,058,138</u>	<u>\$ 24,161,351</u>

The following is a reconciliation of total additions per the financial statements to the Form 5500 for the year ended December 31, 2022:

Total additions per the financial statements	\$ (2,390,239)
2022 Employer contributions receivable	(232,602)
2021 Employer contributions receivable	204,369
2022 Participants contributions receivable	(3,209)
2021 difference in valuation for common/collective trust	(3,639)
2022 difference in valuation for common/collective trust	<u>(29,228)</u>
Total Additions per Form 5500	<u>\$ (2,454,548)</u>

* * * * *

Mansueto Ventures, LLC 401(k) Plan

Supplemental Schedules

December 31, 2022

Mansueto Ventures, LLC 401(k) Plan

Schedule Pursuant to Department of Labor Requirements
Year Ended December 31, 2022

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions

EIN #: 20-3083053
Plan #: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 135,307	\$ 135,307	\$ -	\$ -	\$ -

Check here if late participant loan repayments are included: X

Mansueto Ventures, LLC 401(k) Plan

Schedule Pursuant to Department of Labor Requirements
December 31, 2022

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

EIN #: 20-3083053

Plan #: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral par, or maturity value	(e) Current value
	MUTUAL FUNDS	SHARES / UNITS	
*	Fidelity 500 Index	19,964	\$ 2,657,581
*	Fidelity Freedom 2030	167,616	2,452,224
*	Fidelity Freedom 2040	244,772	2,176,026
*	Fidelity Freedom 2050	197,145	2,036,506
*	Fidelity Freedom 2045	195,419	1,995,230
*	Fidelity Freedom 2035	93,011	1,170,082
*	Fidelity Contrafund	91,278	1,103,548
*	Fidelity Freedom 2055	68,759	823,034
*	Fidelity OTC Portfolio	54,298	696,639
*	Fidelity Value	51,609	644,601
*	Fidelity International Index	12,820	528,060
*	Fidelity Diversified International	14,223	518,443
*	Fidelity Small Cap Stock	29,917	430,205
*	Fidelity Equity Income	6,035	384,684
*	Fidelity Freedom 2025	31,476	368,903
*	Fidelity US Bond Index	33,455	340,577
*	Fidelity Freedom 2060	28,281	311,370
*	Fidelity Freedom 2020	21,960	280,215
*	Fidelity Blue Chip Growth	2,454	275,998
	Loomis Small Cap Value R	10,220	222,585
*	Fidelity Extended Market Index	3,188	200,886
*	Fidelity Stock Selector Mid Cap	4,750	168,642
*	Fidelity Magellan	14,841	158,650
	PIMCO Total Return Adm	12,113	102,476
	American Century Inflation Adjusted Bond IV	8,960	94,254
*	Fidelity Freedom 2065	8,309	83,675
*	Fidelity Stock Selector Small Cap	2,869	80,395
*	Fidelity Freedom Income	5,364	53,316
*	Fidelity Intermediate Bond	4,374	43,129
	American Beacon Small Cap Value Inv	1,330	28,193
*	Fidelity International Discovery	664	26,313
*	Fidelity Freedom 2010	1,607	20,487
*	Fidelity Freedom 2005	636	<u>6,652</u>
	Total Mutual Funds		20,483,579
	MONEY MARKET FUND		
*	Fidelity Government Money Market	98,129	98,129
	COMMON/COLLECTIVE TRUST		
*	Fidelity Managed Income Portfolio I	432,981	<u>403,753</u>
	Total Investments		20,985,461
*	NOTES RECEIVABLE FROM PARTICIPANTS	Loans have an interest rate of 6.00% with maturities through 2028	<u>72,677</u>
			<u>\$ 21,058,138</u>

* - Denotes a party-in-interest as defined by ERISA.

See independent auditors' report

Mansueto Ventures, LLC 401(k) Plan

Financial Statements

December 31, 2022

Independent Auditors' Report

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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

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

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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- 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.

Supplemental Schedules Required by ERISA

The supplemental schedules (1) Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and (2) Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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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 its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental 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).

PKF O'Connor Davies, LLP

May 6, 2024

Mansueto Ventures, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2022	2021
ASSETS		
Investments, at Fair Value		
Mutual funds	\$ 20,483,579	\$ 23,532,150
Money market fund	98,129	134,660
Common/collective trust	432,981	408,881
Total Investments	<u>21,014,689</u>	<u>24,075,691</u>
Receivables		
Employer contributions	232,602	204,369
Participants contributions	3,209	-
Notes receivable from participants	<u>72,677</u>	<u>82,021</u>
Total Receivables	<u>308,488</u>	<u>286,390</u>
Total Assets	21,323,177	24,362,081
LIABILITIES	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 21,323,177</u>	<u>\$ 24,362,081</u>

See notes to financial statements

Mansueto Ventures, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2022

ADDITIONS

Contributions

Participants	\$ 1,967,526
Employer	163,481
Rollover	<u>42,036</u>
Total Contributions	<u>2,173,043</u>

Investment (Loss) Income

Interest and dividends	1,554,186
Net depreciation in fair value of investments	<u>(6,121,623)</u>
Total Investment Loss	<u>(4,567,437)</u>

Interest on notes receivable from participants

	<u>4,155</u>
Total Additions, Net of Investment Loss	<u>(2,390,239)</u>

DEDUCTIONS

Benefits paid to participants

Administrative expenses

Total Deductions

Net Decrease

648,465
<u>200</u>
<u>648,665</u>
(3,038,904)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

End of year

<u>24,362,081</u>
<u>\$ 21,323,177</u>

See notes to financial statements

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan

The following description of the Mansueto Ventures, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for more detailed information.

General

The Plan is a defined contribution plan covering all eligible employees of Mansueto Ventures, LLC (the "Company" or "Employer"). The Plan excludes employees who are: (1) residents of Puerto Rico; (2) covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan; (3) leased employees; (4) nonresident aliens with no income from a U.S. source; or (5) temporary employees (if they did not obtain 21 years of age and completion of 1,000 hours of service). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Contributions to the Plan are made by both participating employees and the Company. Participants may contribute up to 60% of their eligible compensation, as defined by the Plan, on a pre-tax, after-tax, or Roth basis, subject to Internal Revenue Code ("IRC") limitations. Participants may also elect to make after-tax contributions on up to 100% of their eligible compensation, subject to IRC limitations. All eligible employees and new hires are automatically enrolled in the Plan with a pre-tax deferral contribution of 6% unless they sign a waiver indicating that they do not wish to participate in the Plan. Those participants who are automatically enrolled will have their contributions increased by 1% each year not to exceed 10%, unless otherwise elected. Participants who are at least age 50 may make an additional "catch-up" contribution subject to IRC limitations. Participants may also contribute funds from another qualified retirement plan ("rollover contributions"), subject to certain requirements.

The Company may make discretionary matching contributions. In addition, the Company may also elect to make discretionary non-elective contributions to those employed on the last day of the plan year. For the year ended December 31, 2022, the Company made a discretionary matching contribution to participants earning less than \$135,000 in W-2 wages and were employed at the end of the year. The matching contribution was of 75% of the participant deferrals up to \$2,500. No discretionary non-elective contributions were made for the year ended December 31, 2022.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) Employer contributions and (b) Plan earnings (losses) thereon. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan (*continued*)

Vesting

Participants are fully vested in that portion of their account which represents their contributions and the income earned thereon. Participants hired prior to January 1, 2020 who had a Company discretionary matching balance are 100% vested in all contributions and earnings thereon. Participants hired after January 1, 2020 are subject to a 4-year graded vesting schedule with 100% vesting occurring after 4 years of service. Participants become 100% vested in all contributions and earnings thereon upon death, total and permanent disability, or attainment of normal retirement age. A participant's interest in the Company's discretionary non-elective contributions fully vests after one year of service.

Payment of Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other separation from service. Participants may elect a lump sum distribution.

A participant may also request a withdrawal upon attainment of age 59 ½ or upon demonstration by the participant to the plan administrator that the participant is suffering from a hardship. A hardship is defined in applicable regulations promulgated or to be promulgated pursuant to Section 401(k) of the Internal Revenue Code or standards established by the Secretary of the Treasury or his delegate.

Notes Receivable from Participants

A participant may borrow an aggregate amount up to the lesser of \$50,000 or 50% of the participant's vested account balance, subject to plan limitations. The minimum loan allowed is \$1,000. Loans must bear a reasonable rate of interest commensurate with local prevailing interest rates, as determined by the plan administrator. Loans are collateralized by the participant's nonforfeitable interest in the Plan and are supported by a promissory note. Loans must be repaid over a period not to exceed five years unless the loan proceeds are used for the purchase of a primary residence, in which case a longer repayment period is allowed. A participant may only have one outstanding loan at any given time. Principal and interest is generally paid ratably through payroll deductions each pay period.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are excluded from these financial statements. Administrative fees incurred in connection with loans and participant activity charges are borne by the individual and deducted from their respective Plan assets. Investment related expenses are included in net depreciation in fair value of investments.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan (*continued*)

Forfeitures

When certain terminations of participation in the Plan occur, the non-vested portion of a participant's account represents a forfeiture, as defined by the Plan. Forfeited balances are first used to restore re-employed participants' accounts. Any remaining forfeitures may be used to pay Plan expenses or reduce future Employer contributions. At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$3,650 and \$3,584. During 2022, no forfeitures were used to offset Plan expenses or to reduce Employer contributions.

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

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

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.,

Fair Value Measurements

The Plan follows U.S. GAAP guidance on Fair Value Measurements which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable and are used to the extent that observable inputs do not exist.

Pursuant to U.S. GAAP guidance, alternative investments where fair value is measured using the Net Asset Value ("NAV") per share as a practical expedient is not categorized within the fair value hierarchy.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The mutual funds and money market fund are valued at the daily closing price as reported by the fund. These funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The common/collective trust is valued at the NAV of units held by the Plan. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

2. Summary of Significant Accounting Policies *(continued)*

Investment Valuation and Income Recognition (continued)

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is May 6, 2024.

3. Information Certified (Unaudited)

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) including investments and notes receivable from participants held at December 31, 2022 and 2021, and interest and dividends, net depreciation in fair value of investments, and interest on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, a qualified institution.

4. Investments

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

	2022		
		Other	
	Level 1	Investments Measured at NAV *	Total
Mutual funds	\$ 20,483,579	\$ -	\$ 20,483,579
Money market fund	98,129	-	98,129
Common/collective trust	-	432,981	432,981
	<u>\$ 20,581,708</u>	<u>\$ 432,981</u>	<u>\$ 21,014,689</u>

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

4. Investments (*continued*)

	2021		
	Other Investments Measured at NAV *		
	Level 1		Total
Mutual funds	\$ 23,532,150	\$ -	\$ 23,532,150
Money market fund	134,660	-	134,660
Common/collective trust	-	408,881	408,881
	<u>\$ 23,666,810</u>	<u>\$ 408,881</u>	<u>\$ 24,075,691</u>

(*) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy.

5. Common/Collective Trust

The Fidelity Managed Income Portfolio I ("MIP I") is a common/collective trust and has no unfunded commitments. Fidelity is the trustee of the MIP I. The MIP I invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters wrap contracts issued with third parties, and invests in cash equivalents represented by shares in money market funds. Wrap contracts are purchased from issuers rated in the top three long-term rating categories (A- or the equivalent and above).

Net asset value per unit is determined each business day. Issues and redemptions of units are recorded, upon receipt of unitholder's instructions in good order, based on the next determined net asset value per unit normally each day. In unusual market conditions, the trustee may impose restrictions on issues and redemptions of units.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the MIP at net asset value.

6. Exempt Party-in-Interest Transactions

Certain investments are managed by Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as exempt party-in-interest transactions under ERISA.

Participants who are active employees may borrow from their accounts and such loans qualify as exempt party-in-interest transactions under ERISA. These loans are recorded as notes receivable from participants in the statement of net assets available for benefits.

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

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

7. Plan Termination

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

8. Non-Exempt Party-in-Interest Transaction

For the 2022 and 2020 plan years, the Company failed to transmit to the Plan contributions and loan repayments for participants totaling \$3,209 and \$132,098 within the period prescribed by Department of Labor regulations. The 2022 delinquent contributions were due to an error at the recordkeeper. In 2023, pursuant to the guidance issued by the Department of Labor, lost earnings were calculated and allocated to affected participants by the Company for all amounts.

9. Tax Status

The Internal Revenue Service ("IRS") issued an opinion letter to the prototype plan document preparer, FMR LLC, dated June 30, 2020, which states that the form of the prototype plan qualifies under the applicable provisions of the IRC. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

10. Risks and Uncertainties

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

The global and domestic economic uncertainty has resulted in significant volatility in financial markets. This volatility has affected, and may continue to affect, the value of the Plan's net assets available for benefits. The effects of economic and market conditions subsequent to December 31, 2022 are not reflected in these financial statements and future effects on the Plan's net assets available for benefits cannot be predicted.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 21,323,177	\$ 24,362,081
Employer contributions receivable	(232,602)	(204,369)
Participants contributions receivable	(3,209)	-
Difference in valuation for common/collective trust	<u>(29,228)</u>	<u>3,639</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 21,058,138</u>	<u>\$ 24,161,351</u>

The following is a reconciliation of total additions per the financial statements to the Form 5500 for the year ended December 31, 2022:

Total additions per the financial statements	\$ (2,390,239)
2022 Employer contributions receivable	(232,602)
2021 Employer contributions receivable	204,369
2022 Participants contributions receivable	(3,209)
2021 difference in valuation for common/collective trust	(3,639)
2022 difference in valuation for common/collective trust	<u>(29,228)</u>
Total Additions per Form 5500	<u>\$ (2,454,548)</u>

* * * * *

Mansueto Ventures, LLC 401(k) Plan

Supplemental Schedules

December 31, 2022

Mansueto Ventures, LLC 401(k) Plan

Schedule Pursuant to Department of Labor Requirements
Year Ended December 31, 2022

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions

EIN #: 20-3083053
Plan #: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 135,307	\$ 135,307	\$ -	\$ -	\$ -

Check here if late participant loan repayments are included: X

Mansueto Ventures, LLC 401(k) Plan

Schedule Pursuant to Department of Labor Requirements
December 31, 2022

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

EIN #: 20-3083053

Plan #: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral par, or maturity value	(e) Current value
	MUTUAL FUNDS	SHARES / UNITS	
*	Fidelity 500 Index	19,964	\$ 2,657,581
*	Fidelity Freedom 2030	167,616	2,452,224
*	Fidelity Freedom 2040	244,772	2,176,026
*	Fidelity Freedom 2050	197,145	2,036,506
*	Fidelity Freedom 2045	195,419	1,995,230
*	Fidelity Freedom 2035	93,011	1,170,082
*	Fidelity Contrafund	91,278	1,103,548
*	Fidelity Freedom 2055	68,759	823,034
*	Fidelity OTC Portfolio	54,298	696,639
*	Fidelity Value	51,609	644,601
*	Fidelity International Index	12,820	528,060
*	Fidelity Diversified International	14,223	518,443
*	Fidelity Small Cap Stock	29,917	430,205
*	Fidelity Equity Income	6,035	384,684
*	Fidelity Freedom 2025	31,476	368,903
*	Fidelity US Bond Index	33,455	340,577
*	Fidelity Freedom 2060	28,281	311,370
*	Fidelity Freedom 2020	21,960	280,215
*	Fidelity Blue Chip Growth	2,454	275,998
	Loomis Small Cap Value R	10,220	222,585
*	Fidelity Extended Market Index	3,188	200,886
*	Fidelity Stock Selector Mid Cap	4,750	168,642
*	Fidelity Magellan	14,841	158,650
	PIMCO Total Return Adm	12,113	102,476
	American Century Inflation Adjusted Bond IV	8,960	94,254
*	Fidelity Freedom 2065	8,309	83,675
*	Fidelity Stock Selector Small Cap	2,869	80,395
*	Fidelity Freedom Income	5,364	53,316
*	Fidelity Intermediate Bond	4,374	43,129
	American Beacon Small Cap Value Inv	1,330	28,193
*	Fidelity International Discovery	664	26,313
*	Fidelity Freedom 2010	1,607	20,487
*	Fidelity Freedom 2005	636	<u>6,652</u>
	Total Mutual Funds		20,483,579
	MONEY MARKET FUND		
*	Fidelity Government Money Market	98,129	98,129
	COMMON/COLLECTIVE TRUST		
*	Fidelity Managed Income Portfolio I	432,981	<u>403,753</u>
	Total Investments		20,985,461
*	NOTES RECEIVABLE FROM PARTICIPANTS	Loans have an interest rate of 6.00% with maturities through 2028	<u>72,677</u>
			<u>\$ 21,058,138</u>

* - Denotes a party-in-interest as defined by ERISA.

See independent auditors' report

Mansueto Ventures, LLC 401(k) Plan

Financial Statements

December 31, 2022

Independent Auditors' Report

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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

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

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

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the 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 these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

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- 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.

Supplemental Schedules Required by ERISA

The supplemental schedules (1) Schedule H, Part IV, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2022 and (2) Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) as of 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

**The Plan Administrator of
Mansueto Ventures, LLC 401(k) Plan**

Page 4

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 its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental 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).

PKF O'Connor Davies, LLP

May 6, 2024

Mansueto Ventures, LLC 401(k) Plan

Statements of Net Assets Available for Benefits

	December 31,	
	2022	2021
ASSETS		
Investments, at Fair Value		
Mutual funds	\$ 20,483,579	\$ 23,532,150
Money market fund	98,129	134,660
Common/collective trust	432,981	408,881
Total Investments	<u>21,014,689</u>	<u>24,075,691</u>
Receivables		
Employer contributions	232,602	204,369
Participants contributions	3,209	-
Notes receivable from participants	<u>72,677</u>	<u>82,021</u>
Total Receivables	<u>308,488</u>	<u>286,390</u>
Total Assets	21,323,177	24,362,081
LIABILITIES	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 21,323,177</u>	<u>\$ 24,362,081</u>

See notes to financial statements

Mansueto Ventures, LLC 401(k) Plan

Statement of Changes in Net Assets Available for Benefits Year Ended December 31, 2022

ADDITIONS

Contributions

Participants	\$ 1,967,526
Employer	163,481
Rollover	<u>42,036</u>
Total Contributions	<u>2,173,043</u>

Investment (Loss) Income

Interest and dividends	1,554,186
Net depreciation in fair value of investments	<u>(6,121,623)</u>
Total Investment Loss	<u>(4,567,437)</u>

Interest on notes receivable from participants

	<u>4,155</u>
Total Additions, Net of Investment Loss	<u>(2,390,239)</u>

DEDUCTIONS

Benefits paid to participants

Administrative expenses

Total Deductions

Net Decrease

648,465
<u>200</u>
<u>648,665</u>
(3,038,904)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year

End of year

<u>24,362,081</u>
<u>\$ 21,323,177</u>

See notes to financial statements

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan

The following description of the Mansueto Ventures, LLC 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan document for more detailed information.

General

The Plan is a defined contribution plan covering all eligible employees of Mansueto Ventures, LLC (the "Company" or "Employer"). The Plan excludes employees who are: (1) residents of Puerto Rico; (2) covered by a collective bargaining agreement, unless the agreement requires the employees to be included under the Plan; (3) leased employees; (4) nonresident aliens with no income from a U.S. source; or (5) temporary employees (if they did not obtain 21 years of age and completion of 1,000 hours of service). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Contributions to the Plan are made by both participating employees and the Company. Participants may contribute up to 60% of their eligible compensation, as defined by the Plan, on a pre-tax, after-tax, or Roth basis, subject to Internal Revenue Code ("IRC") limitations. Participants may also elect to make after-tax contributions on up to 100% of their eligible compensation, subject to IRC limitations. All eligible employees and new hires are automatically enrolled in the Plan with a pre-tax deferral contribution of 6% unless they sign a waiver indicating that they do not wish to participate in the Plan. Those participants who are automatically enrolled will have their contributions increased by 1% each year not to exceed 10%, unless otherwise elected. Participants who are at least age 50 may make an additional "catch-up" contribution subject to IRC limitations. Participants may also contribute funds from another qualified retirement plan ("rollover contributions"), subject to certain requirements.

The Company may make discretionary matching contributions. In addition, the Company may also elect to make discretionary non-elective contributions to those employed on the last day of the plan year. For the year ended December 31, 2022, the Company made a discretionary matching contribution to participants earning less than \$135,000 in W-2 wages and were employed at the end of the year. The matching contribution was of 75% of the participant deferrals up to \$2,500. No discretionary non-elective contributions were made for the year ended December 31, 2022.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) Employer contributions and (b) Plan earnings (losses) thereon. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan (*continued*)

Vesting

Participants are fully vested in that portion of their account which represents their contributions and the income earned thereon. Participants hired prior to January 1, 2020 who had a Company discretionary matching balance are 100% vested in all contributions and earnings thereon. Participants hired after January 1, 2020 are subject to a 4-year graded vesting schedule with 100% vesting occurring after 4 years of service. Participants become 100% vested in all contributions and earnings thereon upon death, total and permanent disability, or attainment of normal retirement age. A participant's interest in the Company's discretionary non-elective contributions fully vests after one year of service.

Payment of Benefits

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Benefits may be distributed to participants upon termination of employment by reason of retirement, disability, death or other separation from service. Participants may elect a lump sum distribution.

A participant may also request a withdrawal upon attainment of age 59 ½ or upon demonstration by the participant to the plan administrator that the participant is suffering from a hardship. A hardship is defined in applicable regulations promulgated or to be promulgated pursuant to Section 401(k) of the Internal Revenue Code or standards established by the Secretary of the Treasury or his delegate.

Notes Receivable from Participants

A participant may borrow an aggregate amount up to the lesser of \$50,000 or 50% of the participant's vested account balance, subject to plan limitations. The minimum loan allowed is \$1,000. Loans must bear a reasonable rate of interest commensurate with local prevailing interest rates, as determined by the plan administrator. Loans are collateralized by the participant's nonforfeitable interest in the Plan and are supported by a promissory note. Loans must be repaid over a period not to exceed five years unless the loan proceeds are used for the purchase of a primary residence, in which case a longer repayment period is allowed. A participant may only have one outstanding loan at any given time. Principal and interest is generally paid ratably through payroll deductions each pay period.

Expenses

Certain expenses of maintaining the Plan are paid by the Company and are excluded from these financial statements. Administrative fees incurred in connection with loans and participant activity charges are borne by the individual and deducted from their respective Plan assets. Investment related expenses are included in net depreciation in fair value of investments.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

1. Description of the Plan (*continued*)

Forfeitures

When certain terminations of participation in the Plan occur, the non-vested portion of a participant's account represents a forfeiture, as defined by the Plan. Forfeited balances are first used to restore re-employed participants' accounts. Any remaining forfeitures may be used to pay Plan expenses or reduce future Employer contributions. At December 31, 2022 and 2021, forfeited non-vested accounts totaled \$3,650 and \$3,584. During 2022, no forfeitures were used to offset Plan expenses or to reduce Employer contributions.

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

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

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.,

Fair Value Measurements

The Plan follows U.S. GAAP guidance on Fair Value Measurements which defines fair value and establishes a fair value hierarchy organized into three levels based upon the input assumptions used in pricing assets. Level 1 inputs have the highest reliability and are related to assets with unadjusted quoted prices in active markets. Level 2 inputs relate to assets with other than quoted prices in active markets which may include quoted prices for similar assets or liabilities or other inputs which can be corroborated by observable market data. Level 3 inputs are unobservable and are used to the extent that observable inputs do not exist.

Pursuant to U.S. GAAP guidance, alternative investments where fair value is measured using the Net Asset Value ("NAV") per share as a practical expedient is not categorized within the fair value hierarchy.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The mutual funds and money market fund are valued at the daily closing price as reported by the fund. These funds held by the Plan are open-end funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The common/collective trust is valued at the NAV of units held by the Plan. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

2. Summary of Significant Accounting Policies *(continued)*

Investment Valuation and Income Recognition (continued)

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

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document.

Benefit Payments

Benefits are recorded when paid.

Subsequent Events Evaluation by Management

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is May 6, 2024.

3. Information Certified (Unaudited)

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required Schedule H, Part IV, Line 4i – Schedule of Assets (Held at End of Year) including investments and notes receivable from participants held at December 31, 2022 and 2021, and interest and dividends, net depreciation in fair value of investments, and interest on notes receivable from participants for the year ended December 31, 2022, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, a qualified institution.

4. Investments

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

	2022		
		Other	
	Level 1	Investments Measured at NAV *	Total
Mutual funds	\$ 20,483,579	\$ -	\$ 20,483,579
Money market fund	98,129	-	98,129
Common/collective trust	-	432,981	432,981
	<u>\$ 20,581,708</u>	<u>\$ 432,981</u>	<u>\$ 21,014,689</u>

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

4. Investments (continued)

	2021		
		Other	
		Investments	
	Level 1	Measured	Total
		at NAV *	
Mutual funds	\$ 23,532,150	\$ -	\$ 23,532,150
Money market fund	134,660	-	134,660
Common/collective trust	-	408,881	408,881
	<u>\$ 23,666,810</u>	<u>\$ 408,881</u>	<u>\$ 24,075,691</u>

(*) As discussed in Note 2, investments that are measured using the practical expedient are not classified within the fair value hierarchy.

5. Common/Collective Trust

The Fidelity Managed Income Portfolio I ("MIP I") is a common/collective trust and has no unfunded commitments. Fidelity is the trustee of the MIP I. The MIP I invests in assets (typically fixed income securities or bond funds and may include derivative instruments such as futures contracts and swap agreements), enters wrap contracts issued with third parties, and invests in cash equivalents represented by shares in money market funds. Wrap contracts are purchased from issuers rated in the top three long-term rating categories (A- or the equivalent and above).

Net asset value per unit is determined each business day. Issues and redemptions of units are recorded, upon receipt of unitholder's instructions in good order, based on the next determined net asset value per unit normally each day. In unusual market conditions, the trustee may impose restrictions on issues and redemptions of units.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment in the MIP at net asset value.

6. Exempt Party-in-Interest Transactions

Certain investments are managed by Fidelity Management Trust Company, the trustee of the Plan. Therefore, these transactions qualify as exempt party-in-interest transactions under ERISA.

Participants who are active employees may borrow from their accounts and such loans qualify as exempt party-in-interest transactions under ERISA. These loans are recorded as notes receivable from participants in the statement of net assets available for benefits.

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

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

7. Plan Termination

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

8. Non-Exempt Party-in-Interest Transaction

For the 2022 and 2020 plan years, the Company failed to transmit to the Plan contributions and loan repayments for participants totaling \$3,209 and \$132,098 within the period prescribed by Department of Labor regulations. The 2022 delinquent contributions were due to an error at the recordkeeper. In 2023, pursuant to the guidance issued by the Department of Labor, lost earnings were calculated and allocated to affected participants by the Company for all amounts.

9. Tax Status

The Internal Revenue Service ("IRS") issued an opinion letter to the prototype plan document preparer, FMR LLC, dated June 30, 2020, which states that the form of the prototype plan qualifies under the applicable provisions of the IRC. The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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

10. Risks and Uncertainties

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

The global and domestic economic uncertainty has resulted in significant volatility in financial markets. This volatility has affected, and may continue to affect, the value of the Plan's net assets available for benefits. The effects of economic and market conditions subsequent to December 31, 2022 are not reflected in these financial statements and future effects on the Plan's net assets available for benefits cannot be predicted.

Mansueto Ventures, LLC 401(k) Plan

Notes to Financial Statements
December 31, 2022

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for benefits per the financial statements to the Form 5500 at December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 21,323,177	\$ 24,362,081
Employer contributions receivable	(232,602)	(204,369)
Participants contributions receivable	(3,209)	-
Difference in valuation for common/collective trust	<u>(29,228)</u>	<u>3,639</u>
Net Assets Available for Benefits per Form 5500	<u>\$ 21,058,138</u>	<u>\$ 24,161,351</u>

The following is a reconciliation of total additions per the financial statements to the Form 5500 for the year ended December 31, 2022:

Total additions per the financial statements	\$ (2,390,239)
2022 Employer contributions receivable	(232,602)
2021 Employer contributions receivable	204,369
2022 Participants contributions receivable	(3,209)
2021 difference in valuation for common/collective trust	(3,639)
2022 difference in valuation for common/collective trust	<u>(29,228)</u>
Total Additions per Form 5500	<u>\$ (2,454,548)</u>

* * * * *

Mansueto Ventures, LLC 401(k) Plan

Supplemental Schedules

December 31, 2022

Mansueto Ventures, LLC 401(k) Plan

Schedule Pursuant to Department of Labor Requirements
Year Ended December 31, 2022

Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions

EIN #: 20-3083053
Plan #: 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
\$ 135,307	\$ 135,307	\$ -	\$ -	\$ -

Check here if late participant loan repayments are included: X

Mansueto Ventures, LLC 401(k) Plan

Schedule Pursuant to Department of Labor Requirements
December 31, 2022

Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

EIN #: 20-3083053

Plan #: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment, including maturity date, rate of interest, collateral par, or maturity value	(e) Current value
	MUTUAL FUNDS	SHARES / UNITS	
*	Fidelity 500 Index	19,964	\$ 2,657,581
*	Fidelity Freedom 2030	167,616	2,452,224
*	Fidelity Freedom 2040	244,772	2,176,026
*	Fidelity Freedom 2050	197,145	2,036,506
*	Fidelity Freedom 2045	195,419	1,995,230
*	Fidelity Freedom 2035	93,011	1,170,082
*	Fidelity Contrafund	91,278	1,103,548
*	Fidelity Freedom 2055	68,759	823,034
*	Fidelity OTC Portfolio	54,298	696,639
*	Fidelity Value	51,609	644,601
*	Fidelity International Index	12,820	528,060
*	Fidelity Diversified International	14,223	518,443
*	Fidelity Small Cap Stock	29,917	430,205
*	Fidelity Equity Income	6,035	384,684
*	Fidelity Freedom 2025	31,476	368,903
*	Fidelity US Bond Index	33,455	340,577
*	Fidelity Freedom 2060	28,281	311,370
*	Fidelity Freedom 2020	21,960	280,215
*	Fidelity Blue Chip Growth	2,454	275,998
	Loomis Small Cap Value R	10,220	222,585
*	Fidelity Extended Market Index	3,188	200,886
*	Fidelity Stock Selector Mid Cap	4,750	168,642
*	Fidelity Magellan	14,841	158,650
	PIMCO Total Return Adm	12,113	102,476
	American Century Inflation Adjusted Bond IV	8,960	94,254
*	Fidelity Freedom 2065	8,309	83,675
*	Fidelity Stock Selector Small Cap	2,869	80,395
*	Fidelity Freedom Income	5,364	53,316
*	Fidelity Intermediate Bond	4,374	43,129
	American Beacon Small Cap Value Inv	1,330	28,193
*	Fidelity International Discovery	664	26,313
*	Fidelity Freedom 2010	1,607	20,487
*	Fidelity Freedom 2005	636	<u>6,652</u>
	Total Mutual Funds		20,483,579
	MONEY MARKET FUND		
*	Fidelity Government Money Market	98,129	98,129
	COMMON/COLLECTIVE TRUST		
*	Fidelity Managed Income Portfolio I	432,981	<u>403,753</u>
	Total Investments		20,985,461
*	NOTES RECEIVABLE FROM PARTICIPANTS	Loans have an interest rate of 6.00% with maturities through 2028	<u>72,677</u>
			<u>\$ 21,058,138</u>

* - Denotes a party-in-interest as defined by ERISA.

See independent auditors' report