

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 10/01/2022 and ending 09/30/2023	
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 PHILLIPS & TEMRO INDUSTRIES, INC. 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 10/01/1985
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) PHILLIPS & TEMRO INDUSTRIES 9700 WEST 74TH STREET EDEN PRAIRIE, MN 55344
2b	Employer Identification Number (EIN) 52-0977491
2c	Plan Sponsor's telephone number 952-941-9700
2d	Business code (see instructions) 336100

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.	07/15/2024	DEBORAH ROTH
	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		5 540
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) 331
a(2) Total number of active participants at the end of the plan year		6a(2) 363
b Retired or separated participants receiving benefits		6b 2
c Other retired or separated participants entitled to future benefits.....		6c 186
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 551
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 2
f Total. Add lines 6d and 6e		6f 553
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 537
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 54
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 2J 2K 2T 3H 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 10/01/2022 and ending 09/30/2023		
A Name of plan PHILLIPS & TEMRO INDUSTRIES, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 PHILLIPS & TEMRO INDUSTRIES	D Employer Identification Number (EIN) 52-0977491	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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	3519	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.
COHEN STEERS RLTY - SSC GIDS, I 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.
J H GROWTH INC T - JANUS HENDERS 151 DETROIT STREET, DENVER, CO 80206	0.35%

(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.
MFS VALUE R3 - MFS SERVICE CENTER 04-2865649	0.50%

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.
NORTHERN SM CAP VAL - THE NORTHERN 50 SOUTH LASALLE STREET CHICAGO, IL 60603	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.
PIMCO TOT RETURN ADM - SSC GLOBAL 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.

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.
For calendar plan year 2022 or fiscal plan year beginning 10/01/2022 and ending 09/30/2023		
A Name of plan PHILLIPS & TEMRO INDUSTRIES, INC. 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 PHILLIPS & TEMRO INDUSTRIES		D Employer Identification Number (EIN) 52-0977491
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: 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) 690833
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
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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**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 10/01/2022 and ending 09/30/2023		
A Name of plan PHILLIPS & TEMRO INDUSTRIES, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 PHILLIPS & TEMRO INDUSTRIES	D Employer Identification Number (EIN) 52-0977491	

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) 0 0
(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) 239973 287512
(9) Value of interest in common/collective trusts.....	1c(9) 1170184 690833
(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) 15377715 18023905
(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	16787872	19002250

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	16787872	19002250
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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 Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	628067	
(B) Participants.....	2a(1)(B)	2049464	
(C) Others (including rollovers).....	2a(1)(C)	40450	
(2) Noncash contributions.....	2a(2)	0	2717981
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	0	
(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)	14995	
(F) Other.....	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14995
(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)	633811	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		633811
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		13706
(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)		2077884
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		5458377
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3244900	
(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)		3244900
f Corrective distributions (see instructions)	2f		-1217
g Certain deemed distributions of participant loans (see instructions)	2g		-6313
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)	3110	
(4) Other	2i(4)	3519	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		6629
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3243999
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2214378
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: **BERGANKDV LTD**

(2) EIN: **41-1431613**

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a	X		2324

	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 10/01/2022 and ending 09/30/2023		
A Name of plan PHILLIPS & TEMRO INDUSTRIES, INC. 401(K) PLAN		B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 PHILLIPS & TEMRO INDUSTRIES		D Employer Identification Number (EIN) 52-0977491
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:	14a		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....		14b	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			14c
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:	15a		
a The corresponding number for the plan year immediately preceding the current plan year.....		15b	
b The corresponding number for the second preceding plan year.....			
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:	16a		
a Enter the number of employers who withdrew during the preceding plan year		16b	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....			
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐			

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

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

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation _____

Phillips & Temro Industries, Inc. 401(k) Plan

**Financial Statements and
Supplemental Schedules**

September 30, 2023

**Phillips & Temro Industries, Inc. 401(k) Plan
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Independent Auditor's Report

To the Plan Administrator
Phillips & Temro Industries, Inc. 401(k) Plan
Eden Prairie, Minnesota

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

We have performed audits of the financial statements of Phillips & Temro Industries, Inc. 401(k) 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 September 30, 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of September 30, 2023 and for the years then ended, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- 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 Phillips & Temro Industries, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Phillips & Temro Industries, Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters - Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of September 30, 2023 and supplemental schedule of delinquent contributions for the year ended September 30, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

Other Matters - Supplemental Schedule Required by ERISA (Continued)

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

BerganKDV, LTD.

Minneapolis, Minnesota
July 8, 2024

FINANCIAL STATEMENTS

Phillips & Temro Industries, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
As of September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments at fair value	\$ 18,023,905	\$ 15,377,715
Investments at contract value	<u>690,833</u>	<u>1,170,184</u>
Total investments	18,714,738	16,547,899
 Receivables		
Notes receivable from participants	<u>287,512</u>	<u>239,973</u>
 Net Assets Available for Benefits	 <u><u>\$ 19,002,250</u></u>	 <u><u>\$ 16,787,872</u></u>

Phillips & Temro Industries, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 2,091,590	\$ (5,843,527)
Interest and dividend income	633,811	1,561,759
Net investment income (loss)	<u>2,725,401</u>	<u>(4,281,768)</u>
Interest income on notes receivable from participants	<u>14,995</u>	<u>9,579</u>
Contributions		
Employer matching	628,067	580,716
Employer QNEC	-	1,494
Participant elective deferral	2,049,464	1,899,106
Participant rollover	40,450	218,728
Total contributions	<u>2,717,981</u>	<u>2,700,044</u>
Total additions, net	<u>5,458,377</u>	<u>(1,572,145)</u>
Deductions		
Benefit paid to participants	3,237,370	3,591,494
Investment and administrative expenses	6,629	5,781
Total deductions	<u>3,243,999</u>	<u>3,597,275</u>
Change in net assets	2,214,378	(5,169,420)
Net Assets Available for Benefits		
Beginning of year	<u>16,787,872</u>	<u>21,957,292</u>
End of year	<u><u>\$ 19,002,250</u></u>	<u><u>\$ 16,787,872</u></u>

Phillips & Temro Industries, Inc. 401(k) Plan Notes to Financial Statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Phillips & Temro Industries, Inc. 401(k) Plan (the "Plan") provides only general information. The Plan Administrator is Phillips & Temro Industries, Inc. (the "Company" or "Plan Administrator"). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established on October 1, 1985. The Plan was most recently amended effective July 6, 2023.

Eligibility

Employees of the Company are eligible to participate in the Plan on the first of the month following date of hire as defined in the Plan agreement. Leased employees, non-resident aliens, members of collective bargaining agreements, temporary and seasonal employees, and any employee working under 30 hours a week are not eligible to participate in the Plan. The participating employers are Arctic Fox, LLC, and Idle Free Systems, Inc.

Funding Policy

Each year, participants may contribute up to 60% of pre-tax and after-tax annual eligible compensation, as defined in the Plan, subject to limits established by law. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions are invested in a designated balanced fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing pre-tax distributions from other qualified plans (rollovers). The Plan allows in-plan Roth conversions in which participants may elect to have any part of the employee deferral portion of their account be considered designated Roth contributions for purposes of the Plan.

Employer matching contributions are discretionary in an amount equal to the percentage declared for the contribution period, if any, by a Board of Director's resolution. Employer matching contributions are subject to certain limitations contained in the Plan as established by law. The Company has elected to make a discretionary matching contribution equal to 50% of employee contributions up to 6% of a participant's annual eligible compensation into the Plan for the years ended September 30, 2023.

Vesting

Plan benefits attributable to employer matching and discretionary contributions vest on a graduated scale to 100% after four years of service, with a provision for 100% vesting at the normal retirement date, death, or permanent disability, as defined in the Plan. Participant elective deferral, catch-up, and rollover contributions are immediately vested plus earnings (losses) thereon.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participants' Accounts

Participants' accounts are credited with the participant contributions (elective deferral, rollover, and catch-up), employer matching and discretionary contributions, and an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Plan earnings and administrative expenses are allocated based on participant account balances. The benefit to which a participant is entitled is the vested portion of the participant's account.

Investment Options

All investments in the Plan are participant-directed. Participants may direct the investments of their account balance into various funds and may transfer assets in their accounts between funds on a daily basis. Notes to participants are treated as participant-directed investments and are subject to certain restrictions contained in the Plan and to the loan policy adopted by the Plan Administrator.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, the payment of benefits depends on the vested account balance. If the vested account balance does not exceed \$1,000, a lump-sum distribution, net of tax, will be made. If the vested balance is greater than \$5,000 and the participant does not specify whether the distribution should be paid directly to an eligible retirement plan or paid directly to the participant, the Plan Administrator can pay the distribution in a direct rollover to an individual retirement plan designated by the Plan Administrator. In-service withdrawals from a participant's pre-tax, Roth, and rollover accounts may be withdrawn at any time. Participants who had attained age 59½ could also make in-service withdrawals. Hardship withdrawals are also available under the Plan.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account. A participant can only have one note outstanding at one time. The notes bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions. Loans are not to exceed five years unless it is for the purchase of a primary residence, for which the note may be repaid over a period not to exceed ten years.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment and Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payments are charged directly to the participants account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Investment Valuation and Income (Loss) Recognition

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

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

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. Forfeited balances of terminated participants' non-vested accounts are used to reduce future employer matching contributions or to pay administrative expenses of the Plan. Forfeitures were used to reduce employer matching contributions for the years ended September 30, 2023, were approximately \$60,600 and \$36,700, respectively. Unused forfeiture balances as of September 30, 2023, were approximately \$4 and \$1,000, respectively.

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in the fair value of investments represents the net realized gains (losses) and the net unrealized appreciation (depreciation) of investments. Realized gains or losses are the difference between the proceeds received and either the cost of the investment sold, determined on a first-in, first-out basis, or the fair value at the end of the previous year, whichever is applicable. Unrealized appreciation (depreciation) is the change in the difference between fair value and the cost of investments or the fair value at the end of the previous year, whichever is applicable.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded at September 30, 2023.

Benefits Paid to Participants

Benefits paid to participants are recorded by the Plan when paid.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Use of Estimates

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

NOTE 3 - CERTIFICATIONS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at September 30, 2023, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years ended September 30, 2023, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 4 - FAIR VALUE MEASUREMENTS

Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

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

Level 2: Inputs to the valuation methodology include:

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

Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2023.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2023:

Assets at Fair Value as of September 30, 2023				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,023,905	\$ -	\$ -	\$ 18,023,905
Investments at fair value	\$ 18,023,905	\$ -	\$ -	\$ 18,023,905

Assets at Fair Value as of September 30, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 15,377,715	\$ -	\$ -	\$ 15,377,715
Investments at fair value	\$ 15,377,715	\$ -	\$ -	\$ 15,377,715

Phillips & Temro Industries, Inc. 401(k) Plan Notes to Financial Statements

NOTE 5 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan invested in a fully benefit-responsive investment contract with Fidelity Management Trust Company (FMTC) totaling \$690,833 and \$1,170,184 as of September 30, 2023, respectively. The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure of fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by FMTC, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan's failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.
- Any change in law, regulation, or administrative ruling applicable to the Plan that could have material adverse effect on the Fund's cash flow.
- Any transfer of assets from the Fund directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merge with another plan.
- Any substantive modifications of the Fund or the administration of the Fund that is not consented to by the wrap issuer.
- Any change in law regulation or administrative ruling applicable to a plan investing in the Fund that could have a material adverse effect on the Fund's cash flow.

Plan management believes the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

NOTE 6 - INCOME TAX STATUS

The Plan has adopted the Fidelity Management Trust Company prototype plan. The prototype plan obtained its latest opinion letter June 30, 2020, in which the IRS had determined the underlying proto-type plan document is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 7 - RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Notes receivable from participants also qualify as party in interest transaction.

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE 9 - PROHIBITED TRANSACTIONS

During the year ended September 30, 2023, the Company erroneously failed to remit certain employee deferrals to the Plan aggregating \$2,324. The DOL considers late deposits to be prohibited transactions.

NOTE 10 - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 8, 2024, the date which the financial statements were available to be issued.

Effective January 1, 2024, EvoCharge Inc., a related employer, became a participating employer under the Plan.

SUPPLEMENTAL SCHEDULES

Phillips & Temro Industries, Inc. 401(k) Plan
Schedule of Assets (Held at End of Year)
Schedule H, Part IV, Line 4i
EIN: 52-0977491
Plan No. 001
September 30, 2023

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	** (d) Cost	(e) Current Value
	<u>Mutual funds</u>			
	Cohen & Steers	Cohen & Steers Realty Shares, Inc.	\$	308,171
*	Fidelity Management Trust Co.	Fidelity 500 Index Fund		1,114,320
*	Fidelity Management Trust Co.	Fidelity Blue Chip Growth Fund		2,967,722
*	Fidelity Management Trust Co.	Fidelity Contrafund		1,016,387
*	Fidelity Management Trust Co.	Fidelity Diversified International Fund		628,426
*	Fidelity Management Trust Co.	Fidelity Emerging Markets Fund		96,187
*	Fidelity Management Trust Co.	Fidelity Freedom 2005 Fund		10,671
*	Fidelity Management Trust Co.	Fidelity Freedom 2010 Fund		30,557
*	Fidelity Management Trust Co.	Fidelity Freedom 2015 Fund		63,047
*	Fidelity Management Trust Co.	Fidelity Freedom 2020 Fund		287,563
*	Fidelity Management Trust Co.	Fidelity Freedom 2025 Fund		1,788,578
*	Fidelity Management Trust Co.	Fidelity Freedom 2030 Fund		1,086,655
*	Fidelity Management Trust Co.	Fidelity Freedom 2035 Fund		1,092,201
*	Fidelity Management Trust Co.	Fidelity Freedom 2040 Fund		504,960
*	Fidelity Management Trust Co.	Fidelity Freedom 2045 Fund		733,387
*	Fidelity Management Trust Co.	Fidelity Freedom 2050 Fund		1,065,879
*	Fidelity Management Trust Co.	Fidelity Freedom 2055 Fund		800,256
*	Fidelity Management Trust Co.	Fidelity Freedom 2060 Fund		476,809
*	Fidelity Management Trust Co.	Fidelity Freedom 2065 Fund		150,256
*	Fidelity Management Trust Co.	Fidelity Freedom Income Fund		86,130
*	Fidelity Management Trust Co.	Fidelity International Index Fund		161,100
*	Fidelity Management Trust Co.	Fidelity Low-Priced Stock Fund		649,907
*	Fidelity Management Trust Co.	Fidelity Mid Cap Index Fund		109,780
*	Fidelity Management Trust Co.	Fidelity Mid-Cap Stock Fund		370,896
*	Fidelity Management Trust Co.	Fidelity Small Cap Growth Fund		364,157
*	Fidelity Management Trust Co.	Fidelity Small Cap Index Fund		173,031
*	Fidelity Management Trust Co.	Fidelity U.S. Bond Index Fund		362,648
	Janus Henderson	Janus Henderson Growth and Income Fund Class T		802,565
	Massachusetts Financial Services Co.	MFS Value Fund Class R3		186,707
	Pacific Investment Management Co.	PIMCO RAE US Small Fund Institutional		150,251
	Pacific Investment Management Co.	PIMCO Total Return Fund Administrative Class		384,701
				<u>18,023,905</u>
	<u>Collective trust fund</u>			
*	Fidelity Management Trust Co.	Managed Income Portfolio Class 1		690,833
	<u>Participant loans</u>			
*	Notes receivable from participants	Interest rates at 4.25% - 9.50%; maturities through January 2032	\$	287,512
	Total		\$	<u>19,002,250</u>
*	Represents a party-in-interest.			
**	Cost information is omitted for investments that are fully participant-directed.			

Phillips & Temro Industries, Inc. 401(k) Plan
Schedule of Delinquent Participant Contributions
Schedule H, Part IV, Line 4a
EIN: 52-0977491
Plan No. 001
September 30, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: []	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ 2,324	\$ -	\$ -	\$ -

Phillips & Temro Industries, Inc. 401(k) Plan

**Financial Statements and
Supplemental Schedules**

September 30, 2023

**Phillips & Temro Industries, Inc. 401(k) Plan
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Independent Auditor's Report

To the Plan Administrator
Phillips & Temro Industries, Inc. 401(k) Plan
Eden Prairie, Minnesota

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

We have performed audits of the financial statements of Phillips & Temro Industries, Inc. 401(k) 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 September 30, 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of September 30, 2023 and for the years then ended, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- 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 Phillips & Temro Industries, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Phillips & Temro Industries, Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters - Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of September 30, 2023 and supplemental schedule of delinquent contributions for the year ended September 30, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

Other Matters - Supplemental Schedule Required by ERISA (Continued)

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

BerganKDV, LTD.

Minneapolis, Minnesota
July 8, 2024

FINANCIAL STATEMENTS

Phillips & Temro Industries, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
As of September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments at fair value	\$ 18,023,905	\$ 15,377,715
Investments at contract value	<u>690,833</u>	<u>1,170,184</u>
Total investments	18,714,738	16,547,899
 Receivables		
Notes receivable from participants	<u>287,512</u>	<u>239,973</u>
 Net Assets Available for Benefits	 <u><u>\$ 19,002,250</u></u>	 <u><u>\$ 16,787,872</u></u>

Phillips & Temro Industries, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 2,091,590	\$ (5,843,527)
Interest and dividend income	633,811	1,561,759
Net investment income (loss)	<u>2,725,401</u>	<u>(4,281,768)</u>
Interest income on notes receivable from participants	<u>14,995</u>	<u>9,579</u>
Contributions		
Employer matching	628,067	580,716
Employer QNEC	-	1,494
Participant elective deferral	2,049,464	1,899,106
Participant rollover	40,450	218,728
Total contributions	<u>2,717,981</u>	<u>2,700,044</u>
Total additions, net	<u>5,458,377</u>	<u>(1,572,145)</u>
Deductions		
Benefit paid to participants	3,237,370	3,591,494
Investment and administrative expenses	6,629	5,781
Total deductions	<u>3,243,999</u>	<u>3,597,275</u>
Change in net assets	2,214,378	(5,169,420)
Net Assets Available for Benefits		
Beginning of year	<u>16,787,872</u>	<u>21,957,292</u>
End of year	<u><u>\$ 19,002,250</u></u>	<u><u>\$ 16,787,872</u></u>

Phillips & Temro Industries, Inc. 401(k) Plan Notes to Financial Statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Phillips & Temro Industries, Inc. 401(k) Plan (the "Plan") provides only general information. The Plan Administrator is Phillips & Temro Industries, Inc. (the "Company" or "Plan Administrator"). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established on October 1, 1985. The Plan was most recently amended effective July 6, 2023.

Eligibility

Employees of the Company are eligible to participate in the Plan on the first of the month following date of hire as defined in the Plan agreement. Leased employees, non-resident aliens, members of collective bargaining agreements, temporary and seasonal employees, and any employee working under 30 hours a week are not eligible to participate in the Plan. The participating employers are Arctic Fox, LLC, and Idle Free Systems, Inc.

Funding Policy

Each year, participants may contribute up to 60% of pre-tax and after-tax annual eligible compensation, as defined in the Plan, subject to limits established by law. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions are invested in a designated balanced fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing pre-tax distributions from other qualified plans (rollovers). The Plan allows in-plan Roth conversions in which participants may elect to have any part of the employee deferral portion of their account be considered designated Roth contributions for purposes of the Plan.

Employer matching contributions are discretionary in an amount equal to the percentage declared for the contribution period, if any, by a Board of Director's resolution. Employer matching contributions are subject to certain limitations contained in the Plan as established by law. The Company has elected to make a discretionary matching contribution equal to 50% of employee contributions up to 6% of a participant's annual eligible compensation into the Plan for the years ended September 30, 2023.

Vesting

Plan benefits attributable to employer matching and discretionary contributions vest on a graduated scale to 100% after four years of service, with a provision for 100% vesting at the normal retirement date, death, or permanent disability, as defined in the Plan. Participant elective deferral, catch-up, and rollover contributions are immediately vested plus earnings (losses) thereon.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participants' Accounts

Participants' accounts are credited with the participant contributions (elective deferral, rollover, and catch-up), employer matching and discretionary contributions, and an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Plan earnings and administrative expenses are allocated based on participant account balances. The benefit to which a participant is entitled is the vested portion of the participant's account.

Investment Options

All investments in the Plan are participant-directed. Participants may direct the investments of their account balance into various funds and may transfer assets in their accounts between funds on a daily basis. Notes to participants are treated as participant-directed investments and are subject to certain restrictions contained in the Plan and to the loan policy adopted by the Plan Administrator.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, the payment of benefits depends on the vested account balance. If the vested account balance does not exceed \$1,000, a lump-sum distribution, net of tax, will be made. If the vested balance is greater than \$5,000 and the participant does not specify whether the distribution should be paid directly to an eligible retirement plan or paid directly to the participant, the Plan Administrator can pay the distribution in a direct rollover to an individual retirement plan designated by the Plan Administrator. In-service withdrawals from a participant's pre-tax, Roth, and rollover accounts may be withdrawn at any time. Participants who had attained age 59½ could also make in-service withdrawals. Hardship withdrawals are also available under the Plan.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account. A participant can only have one note outstanding at one time. The notes bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions. Loans are not to exceed five years unless it is for the purchase of a primary residence, for which the note may be repaid over a period not to exceed ten years.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment and Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payments are charged directly to the participants account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Investment Valuation and Income (Loss) Recognition

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

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

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. Forfeited balances of terminated participants' non-vested accounts are used to reduce future employer matching contributions or to pay administrative expenses of the Plan. Forfeitures were used to reduce employer matching contributions for the years ended September 30, 2023, were approximately \$60,600 and \$36,700, respectively. Unused forfeiture balances as of September 30, 2023, were approximately \$4 and \$1,000, respectively.

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in the fair value of investments represents the net realized gains (losses) and the net unrealized appreciation (depreciation) of investments. Realized gains or losses are the difference between the proceeds received and either the cost of the investment sold, determined on a first-in, first-out basis, or the fair value at the end of the previous year, whichever is applicable. Unrealized appreciation (depreciation) is the change in the difference between fair value and the cost of investments or the fair value at the end of the previous year, whichever is applicable.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded at September 30, 2023.

Benefits Paid to Participants

Benefits paid to participants are recorded by the Plan when paid.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Use of Estimates

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

NOTE 3 - CERTIFICATIONS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at September 30, 2023, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years ended September 30, 2023, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 4 - FAIR VALUE MEASUREMENTS

Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

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

Level 2: Inputs to the valuation methodology include:

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

Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2023.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2023:

Assets at Fair Value as of September 30, 2023				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,023,905	\$ -	\$ -	\$ 18,023,905
Investments at fair value	<u>\$ 18,023,905</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 18,023,905</u>

Assets at Fair Value as of September 30, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 15,377,715	\$ -	\$ -	\$ 15,377,715
Investments at fair value	<u>\$ 15,377,715</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,377,715</u>

Phillips & Temro Industries, Inc. 401(k) Plan Notes to Financial Statements

NOTE 5 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan invested in a fully benefit-responsive investment contract with Fidelity Management Trust Company (FMTC) totaling \$690,833 and \$1,170,184 as of September 30, 2023, respectively. The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure of fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by FMTC, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan's failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.
- Any change in law, regulation, or administrative ruling applicable to the Plan that could have material adverse effect on the Fund's cash flow.
- Any transfer of assets from the Fund directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merge with another plan.
- Any substantive modifications of the Fund or the administration of the Fund that is not consented to by the wrap issuer.
- Any change in law regulation or administrative ruling applicable to a plan investing in the Fund that could have a material adverse effect on the Fund's cash flow.

Plan management believes the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

NOTE 6 - INCOME TAX STATUS

The Plan has adopted the Fidelity Management Trust Company prototype plan. The prototype plan obtained its latest opinion letter June 30, 2020, in which the IRS had determined the underlying proto-type plan document is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 7 - RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Notes receivable from participants also qualify as party in interest transaction.

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE 9 - PROHIBITED TRANSACTIONS

During the year ended September 30, 2023, the Company erroneously failed to remit certain employee deferrals to the Plan aggregating \$2,324. The DOL considers late deposits to be prohibited transactions.

NOTE 10 - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 8, 2024, the date which the financial statements were available to be issued.

Effective January 1, 2024, EvoCharge Inc., a related employer, became a participating employer under the Plan.

SUPPLEMENTAL SCHEDULES

Phillips & Temro Industries, Inc. 401(k) Plan
Schedule of Assets (Held at End of Year)
Schedule H, Part IV, Line 4i
EIN: 52-0977491
Plan No. 001
September 30, 2023

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	** (d) Cost	(e) Current Value
	<u>Mutual funds</u>			
	Cohen & Steers	Cohen & Steers Realty Shares, Inc.	\$	308,171
*	Fidelity Management Trust Co.	Fidelity 500 Index Fund		1,114,320
*	Fidelity Management Trust Co.	Fidelity Blue Chip Growth Fund		2,967,722
*	Fidelity Management Trust Co.	Fidelity Contrafund		1,016,387
*	Fidelity Management Trust Co.	Fidelity Diversified International Fund		628,426
*	Fidelity Management Trust Co.	Fidelity Emerging Markets Fund		96,187
*	Fidelity Management Trust Co.	Fidelity Freedom 2005 Fund		10,671
*	Fidelity Management Trust Co.	Fidelity Freedom 2010 Fund		30,557
*	Fidelity Management Trust Co.	Fidelity Freedom 2015 Fund		63,047
*	Fidelity Management Trust Co.	Fidelity Freedom 2020 Fund		287,563
*	Fidelity Management Trust Co.	Fidelity Freedom 2025 Fund		1,788,578
*	Fidelity Management Trust Co.	Fidelity Freedom 2030 Fund		1,086,655
*	Fidelity Management Trust Co.	Fidelity Freedom 2035 Fund		1,092,201
*	Fidelity Management Trust Co.	Fidelity Freedom 2040 Fund		504,960
*	Fidelity Management Trust Co.	Fidelity Freedom 2045 Fund		733,387
*	Fidelity Management Trust Co.	Fidelity Freedom 2050 Fund		1,065,879
*	Fidelity Management Trust Co.	Fidelity Freedom 2055 Fund		800,256
*	Fidelity Management Trust Co.	Fidelity Freedom 2060 Fund		476,809
*	Fidelity Management Trust Co.	Fidelity Freedom 2065 Fund		150,256
*	Fidelity Management Trust Co.	Fidelity Freedom Income Fund		86,130
*	Fidelity Management Trust Co.	Fidelity International Index Fund		161,100
*	Fidelity Management Trust Co.	Fidelity Low-Priced Stock Fund		649,907
*	Fidelity Management Trust Co.	Fidelity Mid Cap Index Fund		109,780
*	Fidelity Management Trust Co.	Fidelity Mid-Cap Stock Fund		370,896
*	Fidelity Management Trust Co.	Fidelity Small Cap Growth Fund		364,157
*	Fidelity Management Trust Co.	Fidelity Small Cap Index Fund		173,031
*	Fidelity Management Trust Co.	Fidelity U.S. Bond Index Fund		362,648
	Janus Henderson	Janus Henderson Growth and Income Fund Class T		802,565
	Massachusetts Financial Services Co.	MFS Value Fund Class R3		186,707
	Pacific Investment Management Co.	PIMCO RAE US Small Fund Institutional		150,251
	Pacific Investment Management Co.	PIMCO Total Return Fund Administrative Class		384,701
				<u>18,023,905</u>
	<u>Collective trust fund</u>			
*	Fidelity Management Trust Co.	Managed Income Portfolio Class 1		690,833
	<u>Participant loans</u>			
*	Notes receivable from participants	Interest rates at 4.25% - 9.50%; maturities through January 2032	\$	287,512
	Total		\$	<u>19,002,250</u>

* Represents a party-in-interest.

** Cost information is omitted for investments that are fully participant-directed.

Phillips & Temro Industries, Inc. 401(k) Plan
Schedule of Delinquent Participant Contributions
Schedule H, Part IV, Line 4a
EIN: 52-0977491
Plan No. 001
September 30, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ 2,324	\$ -	\$ -	\$ -

Phillips & Temro Industries, Inc. 401(k) Plan

**Financial Statements and
Supplemental Schedules**

September 30, 2023

**Phillips & Temro Industries, Inc. 401(k) Plan
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Independent Auditor's Report

To the Plan Administrator
Phillips & Temro Industries, Inc. 401(k) Plan
Eden Prairie, Minnesota

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

We have performed audits of the financial statements of Phillips & Temro Industries, Inc. 401(k) 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 September 30, 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of September 30, 2023 and for the years then ended, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

- 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 Phillips & Temro Industries, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Phillips & Temro Industries, Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters - Supplemental Schedules Required by ERISA

The supplemental schedule of assets (held at end of year) as of September 30, 2023 and supplemental schedule of delinquent contributions for the year ended September 30, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

Other Matters - Supplemental Schedule Required by ERISA (Continued)

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

BerganKDV, LTD.

Minneapolis, Minnesota
July 8, 2024

FINANCIAL STATEMENTS

Phillips & Temro Industries, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
As of September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments at fair value	\$ 18,023,905	\$ 15,377,715
Investments at contract value	<u>690,833</u>	<u>1,170,184</u>
Total investments	18,714,738	16,547,899
 Receivables		
Notes receivable from participants	<u>287,512</u>	<u>239,973</u>
 Net Assets Available for Benefits	 <u><u>\$ 19,002,250</u></u>	 <u><u>\$ 16,787,872</u></u>

Phillips & Temro Industries, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended September 30, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 2,091,590	\$ (5,843,527)
Interest and dividend income	633,811	1,561,759
Net investment income (loss)	<u>2,725,401</u>	<u>(4,281,768)</u>
Interest income on notes receivable from participants	<u>14,995</u>	<u>9,579</u>
Contributions		
Employer matching	628,067	580,716
Employer QNEC	-	1,494
Participant elective deferral	2,049,464	1,899,106
Participant rollover	40,450	218,728
Total contributions	<u>2,717,981</u>	<u>2,700,044</u>
Total additions, net	<u>5,458,377</u>	<u>(1,572,145)</u>
Deductions		
Benefit paid to participants	3,237,370	3,591,494
Investment and administrative expenses	6,629	5,781
Total deductions	<u>3,243,999</u>	<u>3,597,275</u>
Change in net assets	2,214,378	(5,169,420)
Net Assets Available for Benefits		
Beginning of year	<u>16,787,872</u>	<u>21,957,292</u>
End of year	<u><u>\$ 19,002,250</u></u>	<u><u>\$ 16,787,872</u></u>

Phillips & Temro Industries, Inc. 401(k) Plan Notes to Financial Statements

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Phillips & Temro Industries, Inc. 401(k) Plan (the "Plan") provides only general information. The Plan Administrator is Phillips & Temro Industries, Inc. (the "Company" or "Plan Administrator"). Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was established on October 1, 1985. The Plan was most recently amended effective July 6, 2023.

Eligibility

Employees of the Company are eligible to participate in the Plan on the first of the month following date of hire as defined in the Plan agreement. Leased employees, non-resident aliens, members of collective bargaining agreements, temporary and seasonal employees, and any employee working under 30 hours a week are not eligible to participate in the Plan. The participating employers are Arctic Fox, LLC, and Idle Free Systems, Inc.

Funding Policy

Each year, participants may contribute up to 60% of pre-tax and after-tax annual eligible compensation, as defined in the Plan, subject to limits established by law. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 6% of eligible compensation and their contributions are invested in a designated balanced fund until changed by the participant. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing pre-tax distributions from other qualified plans (rollovers). The Plan allows in-plan Roth conversions in which participants may elect to have any part of the employee deferral portion of their account be considered designated Roth contributions for purposes of the Plan.

Employer matching contributions are discretionary in an amount equal to the percentage declared for the contribution period, if any, by a Board of Director's resolution. Employer matching contributions are subject to certain limitations contained in the Plan as established by law. The Company has elected to make a discretionary matching contribution equal to 50% of employee contributions up to 6% of a participant's annual eligible compensation into the Plan for the years ended September 30, 2023.

Vesting

Plan benefits attributable to employer matching and discretionary contributions vest on a graduated scale to 100% after four years of service, with a provision for 100% vesting at the normal retirement date, death, or permanent disability, as defined in the Plan. Participant elective deferral, catch-up, and rollover contributions are immediately vested plus earnings (losses) thereon.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

Participants' Accounts

Participants' accounts are credited with the participant contributions (elective deferral, rollover, and catch-up), employer matching and discretionary contributions, and an allocation of Plan earnings or losses, and charged with an allocation of administrative expenses. Plan earnings and administrative expenses are allocated based on participant account balances. The benefit to which a participant is entitled is the vested portion of the participant's account.

Investment Options

All investments in the Plan are participant-directed. Participants may direct the investments of their account balance into various funds and may transfer assets in their accounts between funds on a daily basis. Notes to participants are treated as participant-directed investments and are subject to certain restrictions contained in the Plan and to the loan policy adopted by the Plan Administrator.

Payment of Benefits

Upon termination of service due to death, disability, or retirement, the payment of benefits depends on the vested account balance. If the vested account balance does not exceed \$1,000, a lump-sum distribution, net of tax, will be made. If the vested balance is greater than \$5,000 and the participant does not specify whether the distribution should be paid directly to an eligible retirement plan or paid directly to the participant, the Plan Administrator can pay the distribution in a direct rollover to an individual retirement plan designated by the Plan Administrator. In-service withdrawals from a participant's pre-tax, Roth, and rollover accounts may be withdrawn at any time. Participants who had attained age 59½ could also make in-service withdrawals. Hardship withdrawals are also available under the Plan.

Notes Receivable from Participants

Participants may borrow from their vested fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The notes are secured by the balance in the participant's account. A participant can only have one note outstanding at one time. The notes bear interest at rates that are commensurate with local prevailing rates at the date of issuance, as determined quarterly by the Plan Administrator. Principal and interest is paid ratably through payroll deductions. Loans are not to exceed five years unless it is for the purchase of a primary residence, for which the note may be repaid over a period not to exceed ten years.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies consistently applied in the preparation of the accompanying financial statements follows:

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment and Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of notes receivable from participants and benefit payments are charged directly to the participants account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Investment Valuation and Income (Loss) Recognition

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

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

Forfeitures

Upon termination of employment, participants forfeit their non-vested balances. Forfeited balances of terminated participants' non-vested accounts are used to reduce future employer matching contributions or to pay administrative expenses of the Plan. Forfeitures were used to reduce employer matching contributions for the years ended September 30, 2023, were approximately \$60,600 and \$36,700, respectively. Unused forfeiture balances as of September 30, 2023, were approximately \$4 and \$1,000, respectively.

Net Appreciation (Depreciation) in Fair Value of Investments

Net appreciation (depreciation) in the fair value of investments represents the net realized gains (losses) and the net unrealized appreciation (depreciation) of investments. Realized gains or losses are the difference between the proceeds received and either the cost of the investment sold, determined on a first-in, first-out basis, or the fair value at the end of the previous year, whichever is applicable. Unrealized appreciation (depreciation) is the change in the difference between fair value and the cost of investments or the fair value at the end of the previous year, whichever is applicable.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent notes are reclassified as distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded at September 30, 2023.

Benefits Paid to Participants

Benefits paid to participants are recorded by the Plan when paid.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Use of Estimates

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

NOTE 3 - CERTIFICATIONS

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at September 30, 2023, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years ended September 30, 2023, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 4 - FAIR VALUE MEASUREMENTS

Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below.

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

Level 2: Inputs to the valuation methodology include:

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

Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements

NOTE 4 - FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2023.

Mutual funds: Valued at the net asset value ("NAV") of shares held by the Plan at year end.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2023:

Assets at Fair Value as of September 30, 2023				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 18,023,905	\$ -	\$ -	\$ 18,023,905
Investments at fair value	<u>\$ 18,023,905</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 18,023,905</u>

Assets at Fair Value as of September 30, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 15,377,715	\$ -	\$ -	\$ 15,377,715
Investments at fair value	<u>\$ 15,377,715</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,377,715</u>

Phillips & Temro Industries, Inc. 401(k) Plan Notes to Financial Statements

NOTE 5 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan invested in a fully benefit-responsive investment contract with Fidelity Management Trust Company (FMTc) totaling \$690,833 and \$1,170,184 as of September 30, 2023, respectively. The contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measure of fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by FMTc, represents contributions made under the contract, plus earnings, less participant withdrawals, and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The following events may limit the ability of the Plan to transact at contract value:

- The Plan's failure to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA.
- Any communication given to Plan participants designed to influence a participant not to invest in the Fund or to transfer assets out of the Fund.
- Any change in law, regulation, or administrative ruling applicable to the Plan that could have material adverse effect on the Fund's cash flow.
- Any transfer of assets from the Fund directly into a competing investment option.
- The establishment of a defined contribution plan that competes with the Plan for employee contributions.
- Complete or partial termination of the Plan or its merge with another plan.
- Any substantive modifications of the Fund or the administration of the Fund that is not consented to by the wrap issuer.
- Any change in law regulation or administrative ruling applicable to a plan investing in the Fund that could have a material adverse effect on the Fund's cash flow.

Plan management believes the occurrence of events that would cause the Fund to transact at less than contract value is not probable.

NOTE 6 - INCOME TAX STATUS

The Plan has adopted the Fidelity Management Trust Company prototype plan. The prototype plan obtained its latest opinion letter June 30, 2020, in which the IRS had determined the underlying proto-type plan document is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**Phillips & Temro Industries, Inc. 401(k) Plan
Notes to Financial Statements**

NOTE 7 - RELATED PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Notes receivable from participants also qualify as party in interest transaction.

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts. Any unallocated assets of the Plan shall be allocated to participant accounts and distributed in such a manner as the Company may determine.

NOTE 9 - PROHIBITED TRANSACTIONS

During the year ended September 30, 2023, the Company erroneously failed to remit certain employee deferrals to the Plan aggregating \$2,324. The DOL considers late deposits to be prohibited transactions.

NOTE 10 - SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 8, 2024, the date which the financial statements were available to be issued.

Effective January 1, 2024, EvoCharge Inc., a related employer, became a participating employer under the Plan.

SUPPLEMENTAL SCHEDULES

Phillips & Temro Industries, Inc. 401(k) Plan
Schedule of Assets (Held at End of Year)
Schedule H, Part IV, Line 4i
EIN: 52-0977491
Plan No. 001
September 30, 2023

(a)	(b) Identity of issuer, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	** (d) Cost	(e) Current Value
	<u>Mutual funds</u>			
	Cohen & Steers	Cohen & Steers Realty Shares, Inc.	\$	308,171
*	Fidelity Management Trust Co.	Fidelity 500 Index Fund		1,114,320
*	Fidelity Management Trust Co.	Fidelity Blue Chip Growth Fund		2,967,722
*	Fidelity Management Trust Co.	Fidelity Contrafund		1,016,387
*	Fidelity Management Trust Co.	Fidelity Diversified International Fund		628,426
*	Fidelity Management Trust Co.	Fidelity Emerging Markets Fund		96,187
*	Fidelity Management Trust Co.	Fidelity Freedom 2005 Fund		10,671
*	Fidelity Management Trust Co.	Fidelity Freedom 2010 Fund		30,557
*	Fidelity Management Trust Co.	Fidelity Freedom 2015 Fund		63,047
*	Fidelity Management Trust Co.	Fidelity Freedom 2020 Fund		287,563
*	Fidelity Management Trust Co.	Fidelity Freedom 2025 Fund		1,788,578
*	Fidelity Management Trust Co.	Fidelity Freedom 2030 Fund		1,086,655
*	Fidelity Management Trust Co.	Fidelity Freedom 2035 Fund		1,092,201
*	Fidelity Management Trust Co.	Fidelity Freedom 2040 Fund		504,960
*	Fidelity Management Trust Co.	Fidelity Freedom 2045 Fund		733,387
*	Fidelity Management Trust Co.	Fidelity Freedom 2050 Fund		1,065,879
*	Fidelity Management Trust Co.	Fidelity Freedom 2055 Fund		800,256
*	Fidelity Management Trust Co.	Fidelity Freedom 2060 Fund		476,809
*	Fidelity Management Trust Co.	Fidelity Freedom 2065 Fund		150,256
*	Fidelity Management Trust Co.	Fidelity Freedom Income Fund		86,130
*	Fidelity Management Trust Co.	Fidelity International Index Fund		161,100
*	Fidelity Management Trust Co.	Fidelity Low-Priced Stock Fund		649,907
*	Fidelity Management Trust Co.	Fidelity Mid Cap Index Fund		109,780
*	Fidelity Management Trust Co.	Fidelity Mid-Cap Stock Fund		370,896
*	Fidelity Management Trust Co.	Fidelity Small Cap Growth Fund		364,157
*	Fidelity Management Trust Co.	Fidelity Small Cap Index Fund		173,031
*	Fidelity Management Trust Co.	Fidelity U.S. Bond Index Fund		362,648
	Janus Henderson	Janus Henderson Growth and Income Fund Class T		802,565
	Massachusetts Financial Services Co.	MFS Value Fund Class R3		186,707
	Pacific Investment Management Co.	PIMCO RAE US Small Fund Institutional		150,251
	Pacific Investment Management Co.	PIMCO Total Return Fund Administrative Class		384,701
				<u>18,023,905</u>
	<u>Collective trust fund</u>			
*	Fidelity Management Trust Co.	Managed Income Portfolio Class 1		690,833
	<u>Participant loans</u>			
*	Notes receivable from participants	Interest rates at 4.25% - 9.50%; maturities through January 2032	\$	287,512
	Total		\$	<u>19,002,250</u>

* Represents a party-in-interest.

** Cost information is omitted for investments that are fully participant-directed.

Phillips & Temro Industries, Inc. 401(k) Plan
Schedule of Delinquent Participant Contributions
Schedule H, Part IV, Line 4a
EIN: 52-0977491
Plan No. 001
September 30, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☐	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
	\$ 2,324	\$ -	\$ -	\$ -