

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 <h2 style="text-align: center;">2023</h2> This Form is Open to Public Inspection
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Part I Annual Report Identification Information
 For calendar plan year 2023 or fiscal plan year beginning 01/01/2024 and ending 02/29/2024

A This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must provide 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 <u>THRIVE LIFE 401(K) PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u>
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) <u>CACHE EMPLOYMENT SERVICES</u> <u>691 SOUTH AUTOMALL DRIVE</u> <u>AMERICAN FORK, UT 84003</u>	1c Effective date of plan <u>01/01/2015</u> 2b Employer Identification Number (EIN) <u>26-1613396</u> 2c Plan Sponsor's telephone number <u>801-756-9902</u> 2d Business code (see instructions) <u>311900</u>

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.	09/16/2024	BRETT KIRKHAM
	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 <input checked="" type="checkbox"/> 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	286
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	236
	6a(2)	0
	6b	0
	6c	0
	6d	0
	6e	0
	6f	0
	6g(1)	147
	6g(2)	0
6h	0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2J 2K 2F 2G 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> 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	b General Schedules
(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> H (Financial Information)
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> I (Financial Information – Small Plan)
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input type="checkbox"/> A (Insurance Information) – Number Attached <u>0</u>
(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____	(4) <input type="checkbox"/> C (Service Provider Information)
(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	(5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> 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 2023 Form M-1 annual report. If the plan was not required to file the 2023 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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.	<small>OMB No. 1210-0110</small> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning **01/01/2024** and ending **02/29/2024**

A Name of plan THRIVE LIFE 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 CACHE EMPLOYMENT SERVICES	D Employer Identification Number (EIN) 26-1613396	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: METLIFE SERIES 25053 CL 0		
b Name of sponsor of entity listed in (a): RELIANCE TRUST COMPANY		
c EIN-PN 58-1428634-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2055		
b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.		
c EIN-PN 83-1392402-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2050		
b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.		
c EIN-PN 83-1373905-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2045		
b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.		
c EIN-PN 83-1358106-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2040		
b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.		
c EIN-PN 83-1335569-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2020		
b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.		
c EIN-PN 83-1273151-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: SIA LARGE CAP GROWTH		
b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.		
c EIN-PN 83-1419179-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2060

b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.

c EIN-PN 83-1401342-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2035

b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.

c EIN-PN 83-1318731-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2030

b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.

c EIN-PN 83-1300171-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE: SIA TARGET DATE 2025

b Name of sponsor of entity listed in (a): ALTA TRUST COMPANY, INC.

c EIN-PN 83-1286100-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2024 and ending 02/29/2024	
A Name of plan THRIVE LIFE 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 CACHE EMPLOYMENT SERVICES	D Employer Identification Number (EIN) 26-1613396

Part I	Asset and Liability Statement
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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.

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a	6703	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	1657346	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	433647	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2097696	0
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	14541	0
i Acquisition indebtedness	1i		
j Other liabilities	1j	253	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	14794	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2082902	0

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)	75753	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		75753
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends:			
(A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	36	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		36
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-26188
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		49601

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	66337	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		66337
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances.....	2i(1)		
(2) Contract administrator fees.....	2i(2)	3585	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	2627	
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		6212
j Total expenses. Add all expense amounts in column (b) and enter total	2j		72549

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-22948
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		2059954

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: HAYNIE & COMPANYY

(2) EIN: 87-0325228

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

- (1) This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	
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.)		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.)		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.)		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	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
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	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	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.	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 0.

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)
SUCCESSWISE POOLED EMPLOYER PLAN	85-3213245	314

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning **01/01/2024** and ending **02/29/2024**

A Name of plan THRIVE LIFE 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 CACHE EMPLOYMENT SERVICES	D Employer Identification Number (EIN) 26-1613396	

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
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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): 58-1428634

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	
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Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	
b Enter the amount contributed by the employer to the plan for this plan year.....	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c	

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? Yes No N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. Increase Decrease Both No

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... Yes No

11 a Does the ESOP hold any preferred stock? Yes No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) Yes No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? Yes No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

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.....

Part VII IRS Compliance Questions

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q703944A.

**Thrive Life
401(k) Retirement Savings Plan**

**Financial Statements and
Independent Auditors' Report**

**For the Two-Month Period Ended February 29, 2024, and
Years Ended December 31, 2023 and 2022**




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INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
Thrive Life 401(k) Plan
American Fork, Utah

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

We have performed an audit of the accompanying financial statements of Thrive Life 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 February 29, 2024, December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the two-month period ended February 29, 2024, and the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained a certification from a qualified institution as of February 29, 2024, December 31, 2023 and 2022 and for the two-month period ended February 29, 2024 and the year ended December 31, 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 Thrive Life 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Thrive Life 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 Thrive Life 401(k) Plan’s ability to continue as a going concern for a reasonable period of time.

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

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

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

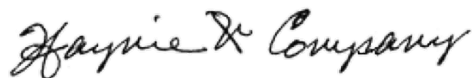
Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, line 4i – schedule of assets held at end of year as of February 29, 2024 and December 31, 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 generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, 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).



Haynie & Company
Salt Lake City, Utah
September 13, 2024

Thrive Life
401(K) Retirement Savings Plan
Statements of Net Assets Available for Benefits

	<u>February 29, 2024</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
ASSETS			
Cash	\$ -	\$ 6,703	\$ 107
Investments in stable value funds (Note 3)	-	14,497	40,474
Investments in mutual funds (Note 3)	-	433,647	221,661
Investments in common trust funds (Note 3)	-	1,641,790	1,031,296
Receivables			
Participants	-	-	42,327
Employers	-	-	35,962
	<hr/>	<hr/>	<hr/>
Total assets	-	2,096,637	1,371,827
	<hr/>	<hr/>	<hr/>
LIABILITIES			
Due to broker	-	253	-
Due to plan sponsor	-	14,541	-
	<hr/>	<hr/>	<hr/>
Total liabilities	-	14,794	-
	<hr/>	<hr/>	<hr/>
NET ASSETS AVAILABLE FOR BENEFITS	\$ -	\$ 2,081,843	\$ 1,371,827
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

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

Thrive Life
401(K) Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits

	For the Two Months Ended February 29, 2024	For the Year Ended December 31, 2023
ADDITIONS		
Investment income (loss)		
Dividend Income	\$ 36	\$ 8,121
Net appreciation (depreciation) in fair value of investments	<u>(26,188)</u>	<u>271,081</u>
Gain (loss) on investments	<u>(26,152)</u>	<u>279,202</u>
Contributions		
Participants	-	345,407
Employer	-	207,451
Rollover	<u>75,753</u>	<u>27,370</u>
Total Contributions	<u>75,753</u>	<u>580,228</u>
TOTAL ADDITIONS	<u>49,601</u>	<u>859,430</u>
DEDUCTIONS		
Benefits paid to participants/beneficiaries	(66,337)	(130,567)
Expenses	<u>(6,212)</u>	<u>(18,847)</u>
TOTAL DEDUCTIONS	<u>(72,549)</u>	<u>(149,414)</u>
Increase (decrease) in net assets	(22,948)	710,016
Transfer of Plan assets due to merger	(2,058,895)	-
Net assets available for benefits, beginning of year	<u>2,081,843</u>	<u>1,371,827</u>
Net assets available for benefits, end of year	<u><u>\$ -</u></u>	<u><u>\$ 2,081,843</u></u>

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

Thrive Life
401(K) Retirement Savings Plan
Notes to Financial Statements
February 29, 2024, December 31, 2023 and 2022

1. Description of Plan

The following description of Thrive Life 401(k) Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more comprehensive description of Plan's provisions.

General

The Plan is a defined contribution plan providing benefits to all eligible employees of Cache Futures, Inc. DBA Thrive Life (the “Plan Sponsor” or the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Custodian and Administration of the Plan

The record-keeper of the Plan was PCS Retirement Services (formerly Alliance Benefit Group Rocky Mountain). The administrator of the Plan was the Plan Sponsor.

Fidelity Personal Trust Company (the “Custodian”) held the assets of the Plan and acted as the Custodian and Trustee. The Custodian held all assets of the Plan in accordance with the provisions of the service provider contract with the Plan Sponsor. All assets of the Plan were in investment plan accounts of Fidelity Personal Trust Company.

Contributions

Under the provisions of the Plan, until December 2022, participants were automatically entered into a written salary deferral agreement with the Company in an amount of 3 percent of compensation and not to exceed 100 percent of compensation, up to the maximum allowable amount as determined yearly by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified benefit or contribution plans or may choose to not participate at all. Effective January 1, 2023, the automatic enrollment feature was removed.

The Company provides a discretionary matching contribution, for all participants employed by the company at the end of each pay period, of 20 percent of the employee contribution up to five percent (5%) of total compensation. The employer matching was increased to 100 percentage of the employee contribution up to four percent (4%) of total compensation from July 28, 2022. The Plan was officially amended for the safe harbor matching as of January 1, 2023. The total employer matching contribution for the two-month period ended February 29, 2024, and for the year ended December 31, 2023 was \$0 and \$207,451, respectively.

Thrive Life
401(K) Retirement Savings Plan
Notes to Financial Statements
February 29, 2024, December 31, 2023 and 2022

1. Description of Plan (Continued)

Participant Accounts

Before January 1, 2023, an account was automatically created for each participant after they have performed two months of service, unless the participant opted out, and then maintained for each participant. After the amendment effective January 1, 2023, an employee had to complete 90 days of service and request to participate. The participant's account is credited with the participant's contribution, Company's matching contribution, and participant's plan earnings and losses.

Vesting

Participants are immediately vested in their contributions. Vesting in the Company's matching contribution portion of their accounts, plus actual earnings thereon, is based on years of continuous service. After one year of services, a participant becomes 20 percent vested. Each service year thereafter will increase the participants vesting by 20 percent, with 100 percent vesting after five years. A participant is 100 percent vested at normal or early retirement, or in the event of disability or death. A participant is 100 percent vested in any additional matching contributions that are made by the Company in order to satisfy certain nondiscrimination tests required by the Internal Revenue Code. After the amendment, a participant is one hundred percent (100%) vested in the employer safe harbor matching contributions.

Payment of Benefits

On termination of employment due to disability, retirement, or termination of employment, a participant may elect to receive a distribution of the vested portion of the account balance in a lump sum distribution or other distribution elected. If a participant dies, either before or after his termination of employment, his designated beneficiary is entitled to receive his vested portion of the account balance.

Under the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") that was signed into law on March 27, 2020, participating employees were able to receive a distribution up to \$100,000 in 2020, if they were impacted by COVID-19 as defined in the CARES Act. Qualifying participants also have options to repay the distribution and spread the tax consequences over a three-year period.

Investment Options

Each participant directs employee and employer contributions to his or her account in any or all investment options. Participants may change their investments at will on a daily basis. The Plan administrative committee selects the investment alternatives.

Thrive Life
401(K) Retirement Savings Plan
Notes to Financial Statements
February 29, 2024, December 31, 2023 and 2022

1. Description of Plan (Continued)

Forfeitures

A participant's unvested portion of Company contributions is forfeited upon termination of employment for reasons other than death, permanent disability or normal or early retirement. Forfeitures are allocated to be used in anyway allowed by ERISA as the allocations are discretionarily allocated to reduce or pay plan fees, or as an addition to contributions to active members of the Plan who meet all eligibility requirements. As of the two-month period ended February 29, 2024, years ended December 31, 2023 and 2022, forfeited non-vested accounts totaled \$0, \$4,218 and \$39,922, respectively. During the two-month period ended February 29, 2024, and year ended December 31, 2023, the additional forfeitures were \$0 and \$5,621, respectively.

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 the Plan termination, participants would become 100 percent vested in their Company contributions.

Plan Merger

On December 29, 2023, the Board of Directors of Mercer Foods, LLC, doing business as Thrive Foods, which oversees Cache Employment Services, approved the merger of the Plan into the SuccessWise Pooled Employer Plan (“Successor Plan”), with the Successor Plan being the surviving plan. Consequently, all investments from the Plan were transferred to the Successor Plan as of February 29, 2024.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in accordance with Generally Accepted Accounting Principles in the United States of America.

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

Thrive Life
401(K) Retirement Savings Plan
Notes to Financial Statements
February 29, 2024, December 31, 2023 and 2022

2. Summary of Significant Accounting Policies (Continued)

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities, at date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end. 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. 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.

The classification of investment earnings reported in the statement of changes in net assets available for benefits may differ from the classification of earnings on Form 5500 due to different reporting requirements on Form 5500.

Pursuant to the Plan Merger described in Note 1, all plan assets were transferred to the Successor Plan before the close of business on February 29, 2024.

Payment of Benefits

Benefits are recorded when distributed and accrued for at year end for approved distributions recorded as accounts payable. There were no benefits payable as of the two-month period ended February 29, 2024, and years ended December 31, 2023 and 2022.

Thrive Life
401(K) Retirement Savings Plan
Notes to Financial Statements
February 29, 2024, December 31, 2023 and 2022

3. Information Certified by the Custodian (Unaudited)

At December 31, 2023 and 2022, the Plan's investments were held by the asset custodian, Fidelity Personal Trust Company. The Statements of Net Assets Available for Benefits as of February 29, 2024, and December 31, 2023 and 2022, as well as the investment activities included in the Statement of Changes in Net Assets Available for Benefits for the two-month period ended February 29, 2024 and the year ended December 31, 2023, and the accompanying notes to the financial statements, were prepared in part or entirely based on information certified by the Trustee, in compliance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations under the Employee Retirement Income Security Act of 1974. The following is a summary of the Plan's financial information that is included in the financial statements.

	<u>February 29, 2024</u>	<u>December 31, 2023</u>	<u>December 31, 2022</u>
Investments at Fair Value (including Net Asset Value)			
Cash	\$ -	\$ 6,703	\$ 107
Investments in mutual funds	-	433,647	221,661
Investments in common trust funds	-	1,641,790	1,031,296
Investments at Contract Value			
Funds held in stable value fund	-	14,497	40,474
Investment Income	<u>February 29, 2024</u>	<u>December 31, 2023</u>	
Dividend income	\$ 36	\$ 8,121	
Net appreciation (depreciation) in fair value of investments	\$ (26,188)	\$ 271,081	

As of February 29, 2024 and during 2023, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the period and year, respectively) appreciated (depreciated) in value as follows:

Realized gain (loss) on investments	\$ (26,188)	\$ 19,904
Unrealized gain on investments	<u>-</u>	<u>251,177</u>
Total appreciation (depreciation) in Plan investments	<u>\$ (26,188)</u>	<u>\$ 271,081</u>

Investment information is included in the Form 5500, Schedule H. Line 4i - Schedule of Assets (Held at End of Year) – February 29, 2024, and December 31, 2023.

The Plan's independent accountants did not perform any auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

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4. Valuation of Investments

Investments are valued using fair value (some investments are measured using net asset value, a practical expedient for estimating fair value). These various methods are described below.

Financial Accounting Standards Board ASC 820, Fair Value Measurements establishes a framework for measuring fair value. The 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 fair value hierarchy under FASB 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 Company has the ability to access.

Level 2 - Inputs to the valuation methodology include:

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

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 used need to maximize the use of 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 February 29, 2024, December 31, 2023 or December 31, 2022.

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4. Valuation of Investments (Continued)

Registered Company Shares (Mutual Funds): Valued at fair value based on the daily closing price as reported by the mutual fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission (SEC). These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded and are classified as level 1 investments.

The Company has elected to measure its investments in common collective investment funds and fully benefit-responsive investment in stable value funds using net asset value (NAV). The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Based on Management's assessment the investments elected to be valued at NAV meets the requirements for the NAV practical expedient. During 2016, the Company adopted ASU 2015-07 which removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient.

Following is a description of the valuation methodologies used for assets measured at net asset value:

Common Collective Investment Funds: As the funds are not registered with the SEC and the funds' units are not publicly traded on any exchange or over-the-counter market, the unit values are not available publicly. These investments are valued using the net asset value (NAV) of units held by the Plan at year end as determined by the fund's issuer. The NAV is based on the fair value of the underlying assets owned by the fund, net of the investment management fee. The investment management fee is deducted prior to settling the daily unit value.

Stable Value Fund: These investments are valued using the net asset value (NAV) of units held by the Plan at year end as provided by the principal. The NAV is based on the fair value of the underlying assets owned by the fund, net of the investment management fee. The investment management fee is deducted prior to settling the daily unit value.

During 2016, the Company adopted ASU 2015-12 which states that indirect investments in fully benefit-responsive contracts shall be valued using contract value as the fair value. Contract value is the relevant measure for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan.

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4. Valuation of Investments (Continued)

Stable Value Fund investment accounts: Contract value represents contributions made under each contract, plus earnings, less participant withdrawals, and administrative expenses.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

The following tables sets forth by level within the fair value hierarchy the Plan's assets at fair value, as well as those assets at net asset value and contract value.

As of February 29, 2024, all Plan's assets were transferred to the Successor Plan, therefore, no balances remained in the Plan.

As of December 31, 2023:

	Assets	Fair Value Hierachy Level:		
	Measured at			
	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Investments in mutual funds	\$ 433,647	\$ 433,647	\$ -	\$ -
Total investments in the fair value hierarchy	<u>\$ 433,647</u>	<u>\$ 433,647</u>	<u>\$ -</u>	<u>\$ -</u>
Cash	6,703			
Investments measured at net asset value:				
Investments held in common collective trust	1,641,790			
Investments measured at contract value:				
Investments held in stable value funds	<u>14,497</u>			
Total Assets per Statement of Financial Position	<u>\$ 2,096,637</u>			

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4. Valuation of Investments (Continued)

As of December 31, 2022:

	Assets Measured at Fair Value	Fair Value Hierarchy Level:		
		Level 1	Level 2	Level 3
Investments in mutual funds	\$ 221,661	\$ 221,661	\$ -	\$ -
Total investments in the fair value hierarchy	\$ 221,661	\$ 221,661	\$ -	\$ -
Cash	107			
Receivables	78,327			
Investments measured at net asset value:				
Investments held in common collective trust	1,031,296			
Investments measured at contract value:				
Investments held in stable value funds	40,474			
Total Assets per Statement of Financial Position	\$ 1,371,865			

5. Stable Value Investment Contract with Insurance Company

In 2015, the Plan entered into a fully benefit-responsive stable value fund contract with the Reliance Trust Company. Reliance Trust Company maintains the contributions in a group trust account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

The stable value investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. This fund is an indirect investment contract, meaning the Plan does not own the underlying assets.

Because the stable value fund investment contract is fully benefit-responsive and an indirect investment, we have used contract value as fair value. Contract value, as reported to the Plan by Reliance Trust Company, 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.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the stable value fund investment was \$0, \$14,497 and \$40,474 as of February 29, 2024, December 31, 2023 and 2022, respectively.

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5. Stable Value Investment Contract with Insurance Company (Continued)

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator believes that any events that would limit the Plan's ability to transact at contract value with participants are probable of not occurring.

The stable value fund investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date. Certain events allow the issuer to terminate the contracts with the Plan and settle at an amount different from contract value. Those events may be different under each contract. Examples of such events include (1) An uncured violation of the Plan's investment guidelines; (2) A breach of material obligation under the contract; (3) A material misrepresentation; (4) A material amendment to the agreements without the consent of the issuer.

6. Related Party and Party-in-Interest Transactions

The Plan has not considered Company contributions to the Plan, or benefits accrued or paid by the Plan for participants, as party-in-interest transactions. The Company provides certain services, such as accounting and auditing, to the Plan without compensation. Expenses that are paid by the Company are excluded from these financial statements.

The third-party administrator performed the recordkeeping for the Plan for a fee. Fees paid by the Plan for recordkeeping and plan administration amounted to \$6,332 and \$18,847 for the two-month period ended February 29, 2024 and for the year ended December 31, 2023, respectively.

These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

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7. Tax and Plan Status

Effective February 24, 2015, the Plan adopted a non-standardized form of a prototype plan sponsored by Alliance Benefit Group Rocky Mountain. The plan has received a favorable opinion letter from the Internal Revenue Service dated September 30, 2014 as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code, and therefore, believes that the Plan qualified, and the related trust is tax-exempt.

8. Accounting for Uncertainty in Income Taxes

The Plan adopted the guidance from the Financial Accounting Standards Board on accounting for uncertainty in income taxes. Management evaluated the Plan's tax positions and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustment to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. Tax years subject to review include 2020 through 2024.

9. Risk and Uncertainties

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

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10. Plan Amendments

In 2022, Plan management adopted the Coronavirus related distribution and participant loan provisions of the CARES Act and amended the plan documents with an effective date of January 1, 2022. Those provisions include, but not limited to, the following key points relating participants with a need caused by COVID:

- Increased maximum participant loans to lesser of account balance or \$100,000 for loans made between March 28, 2020, and September 22, 2020 (180 days).
- Loan repayments can be delayed up to one year for payments due through December 31, 2020 (loan to be re-amortized).
- Required minimum distributions for 2020 were suspended.
- 10% penalty tax does not apply to any COVID-related distribution to a participant for up to \$100,000.

In December 2022, the Plan was amended to adopt the following provisions effectively as of January 1, 2023.

- Remove the automatic enrollment provision.
- Change employer discretionary match to Safe Harbor Match.
- Change eligibility service requirement from 60 days to 90 days.

11. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at February 29, 2024 to the IRS Form 5500 Schedule H for the short plan year ended February 29, 2024:

	<u>Amount</u>
Transfer of Plan assets due to merger per financial statements	\$ 2,058,895
Add: prior year net asset adjustment not on 2024 Form 5500	<u>1,059</u>
Transfer of Plan assets due to merger per 2024 Form 5500	<u><u>\$ 2,059,954</u></u>

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11. Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2023 to the IRS Form 5500 Schedule H for the calendar plan year 2023:

	<u>Amount</u>
Net assets available for plan benefits per financial statements	\$ 2,081,843
Add: fair value adjustment on stable value fund not on financial statements	<u>1,059</u>
Net assets available for plan benefits per 2023 Form 5500	<u><u>\$ 2,082,902</u></u>
Net increase of plan assets per financial statements	\$ 710,016
Add: prior year net asset adjustment not on Form 5500	9,568
Less: fair value adjustment of stable value fund not on financial statement	<u>(1,777)</u>
Net income per 2023 Form 5500	<u><u>\$ 717,807</u></u>

12. Subsequent Events

The Plan Administrator has evaluated all events and transactions that occurred after February 29, 2024, through September 13, 2024, the date the financial statements were available to be issued. The Plan did not have any other material recognizable subsequent events.

Supplemental Schedule

Thrive Life 401(K) Retirement Savings Plan
EIN #26-1613396 Plan 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
February 29, 2024

None

Thrive Life 401(K) Retirement Savings Plan
EIN #26-1613396 Plan 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost **	(e) Current Value
Investments in mutual funds (equity)				
	Fidelity Personal Trust Co.	Artisan Mid Cap Investor 35.003 units	\$	1,217
	Fidelity Personal Trust Co.	Brown Advisory SM-CP Fundamental Val Inv 20.145 units		592
	Fidelity Personal Trust Co.	Cohen & Steers Realty Shares 484.834 units		30,768
	Fidelity Personal Trust Co.	Fidelity 500 Index Fund 1,299.939 units		215,127
	Fidelity Personal Trust Co.	Fidelity Mid Cap Index Fund 809.654 units		24,249
	Fidelity Personal Trust Co.	Grandeur Peak International Opps Inv 2,260.955 units		7,981
	Fidelity Personal Trust Co.	Oakmark I 320.158 units		42,440
	Fidelity Personal Trust Co.	Oakmark International I 781.024 units		20,963
	Fidelity Personal Trust Co.	Matthew Emg Mkts Small Co Inv Cl 604.348 units		15,423
	Fidelity Personal Trust Co.	T. Rowe Price Retirement Income 2,701.015 units		34,465
	Fidelity Personal Trust Co.	Boston Partners Small Cap V FDII Instl Cl 2.831 units		73
	Fidelity Personal Trust Co.	T. Rowe Price Emerging Markets Stk FD 567.748 units		19,661
	Fidelity Personal Trust Co.	Wasatch Small Cap Growth 921.031 units		<u>33,332</u>
	Total assets held in mutual funds (equity)			<u>446,292</u>
Investments in mutual funds (fixed income)				
	Fidelity Personal Trust Co.	JP Morgan Strategic Income Opps A 244.051 units		2,779
	Fidelity Personal Trust Co.	Metropolitan West Total Return Bond 1 14.369 units		<u>132</u>
	Total assets held in mutual funds (fixed income)			<u>\$ 2,911</u>

Thrive Life 401(K) Retirement Savings Plan
EIN #26-1613396 Plan 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2023

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost **	(e) Current Value
Investments in stable value funds				
	Reliance Trust Company Stable Value	Metlife Gac Series 25053		
	At Cost	79,404 Units		\$ 14,497
	Total assets held in stable value funds			<u>14,497</u>
Investments in common trust funds				
	Soltis Collective Investment	Large Cap Growth - Class 2		
		1,981.341 units		32,078
	Soltis Collective Investment	Target Date 2060 - Class 2		
		16,302.913 units		245,033
	Soltis Collective Investment	Target Date 2055 - Class 2		
		11,015.665 units		164,684
	Soltis Collective Investment	Target Date 2050 - Class 2		
		22,971.166 units		343,419
	Soltis Collective Investment	Target Date 2045 - Class 2		
		12,955.235 units		192,644
	Soltis Collective Investment	Target Date 2040 - Class 2		
		27,995.070 units		407,048
	Soltis Collective Investment	Target Date 2035 - Class 2		
		7,637.848 units		108,916
	Soltis Collective Investment	Target Date 2030 - Class 2		
		6,203.888 units		85,241
	Soltis Collective Investment	Target Date 2025 - Class 2		
		2,196.535 units		29,631
	Soltis Collective Investment	Target Date 2020 - Class 2		
		1,345.007 units		<u>17,539</u>
	Total assets held in common collective trusts			<u>1,626,234</u>
Total investments				2,089,934
Cash				<u>6,703</u>
				<u>\$ 2,096,637</u>

* A party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments

The above investment information was certified by Fidelity Personal Trust Company, FSB, the Custodian and Trustee, as complete and accurate to the best of their knowledge.