

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 2023 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 01/01/2023 and ending 12/31/2023	
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) _____ ☐ 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 SPARK FUN ELECTRONICS INC 401K PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 03/26/2007
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) SPARK FUN ELECTRONICS INC 6333 DRY CREEK PARKWAY NIWOT, CO 80503
2b	Employer Identification Number (EIN) 20-1617837
2c	Plan Sponsor's telephone number 303-284-0979
2d	Business code (see instructions) 454110

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.	10/08/2024	KRISTEN MOOREFIELD
	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	5 153
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) 91 6a(2) 81 6b 0 6c 62 6d 143 6e 0 6f 143 6g(1) 109 6g(2) 108 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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
- (4)** ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5)** ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ **A** (Insurance Information) – Number Attached 1
- (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 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A Name of plan SPARK FUN ELECTRONICS INC 401K PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 SPARK FUN ELECTRONICS INC	D Employer Identification Number (EIN) 20-1617837

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

(a) Name of insurance carrier
AMERICAN UNITED LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
35-0145825	60895	G36793	108	01/01/2023	12/31/2023

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

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	719226
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	8249564

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year.....**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

b Balance at the end of the previous year**7b**

145427

c Additions: (1) Contributions deposited during the year**7c(1)**

11010

(2) Dividends and credits

7c(2)

0

(3) Interest credited during the year

7c(3)

4947

(4) Transferred from separate account.....

7c(4)

632909

(5) Other (specify below)

7c(5)

0

(6) Total additions.....

7c(6)

648866

d Total of balance and additions (add lines **7b** and **7c(6)**)**7d**

794293

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

2492

(2) Administration charge made by carrier

7e(2)

647

(3) Transferred to separate account.....

7e(3)

71925

(4) Other (specify below)

7e(4)

3

▶ **LOANS ISSUED**

(5) Total deductions.....

7e(5)

75067

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)**7f**

719226

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	
10 Nonexperience-rated contracts:			
a Total premiums or subscription charges paid to carrier		10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount		10b	
Specify nature of costs.			

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan SPARK FUN ELECTRONICS INC 401K PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPARK FUN ELECTRONICS INC	D Employer Identification Number (EIN) 20-1617837	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
AMERICAN UNITED LIFE INSURANCE CO
35-0145825

(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)

AMERICAN UNITED LIFE INSURANCE CO

35-0145825

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64 37 38 66 67	NONE	458	Yes ☒ No ☐	Yes ☐ No ☒	23023	Yes ☒ No ☐

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

RT JONES CAPITAL EQUITIES MGMT INC

20-1090152

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 27 28 50 51	NONE	8549	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
AMERICAN UNITED LIFE INSURANCE CO	66 67	23023
(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.	
AMERICAN UNITED LIFE INSURANCE CO 35-0145825	ASSET CHARGE	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	BF BORGERS CPA	b EIN:	27-0505201
c Position:	AUDITOR		
d Address:	5400 W CEDAR AVE LAKEWOOD, CO 80226	e Telephone:	303-953-1454

Explanation: CHANGE IS SERVICE PROVIDER

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 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
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)**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, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

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

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
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan SPARK FUN ELECTRONICS INC 401K PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 SPARK FUN ELECTRONICS INC	D Employer Identification Number (EIN) 20-1617837	

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.

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)	5726	6688
(2) Participant contributions	1b(2)	9150	11934
(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)	25910	25537
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	7163179	8249564
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	145427	719226
(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	7349392	9012949
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	7349392	9012949

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)	167139	
(B) Participants	2a(1)(B)	282659	
(C) Others (including rollovers)	2a(1)(C)	7984	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		457782
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)	1011	
(F) Other	2b(1)(F)	4947	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		5958
(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)	0	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		0
(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)		1453454
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		1917194

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	244780	
(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)		244780
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	308	
(3) Recordkeeping fees.....	2i(3)	0	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	8549	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		8857
j Total expenses. Add all expense amounts in column (b) and enter total	2j		253637

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1663557
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: **BROCK AND COMPANY CPAS P.C.**

(2) EIN: **84-0930288**

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.)		☒	
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.)		☒	
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.)		☒	
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.)		☒	
e Was this plan covered by a fidelity bond?	☒		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?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
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.			

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 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan	B Three-digit plan number (PN)	
SPARK FUN ELECTRONICS INC 401K PLAN	001	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
SPARK FUN ELECTRONICS INC	20-1617837	

Part I	Distributions		
All references to distributions relate only to payments of benefits during the plan year.			
1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):		
	EIN(s):	35-0145825	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.			
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)			
4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.				
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____			
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.				
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
	b Enter the amount contributed by the employer to the plan for this plan year	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

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

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) 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
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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 <u>08 / 19 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q704137A</u> .	



Spark Fun Electronics Inc 401(k) Plan

**Independent Auditor's Report and
Financial Statements**

December 31, 2023 and 2022

Spark Fun Electronics Inc 401(k) Plan

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Independent Auditor's Report

To the Plan Administrator of the
Spark Fun Electronics Inc 401(k) Plan:

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

We have performed audits of the financial statements of the Spark Fun Electronics Inc 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for 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 audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Line 4i: Schedule of Assets (Held at End of Year), as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 schedule 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 schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including their 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 schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Breck and Company CPAs P.C.

Certified Public Accountants

Boulder, Colorado
October 3, 2024

Spark Fun Electronics Inc 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	2023	2022
ASSETS		
Investments (Notes 2, 3 and 4):		
Pooled separate accounts, at fair value	\$ 8,249,564	\$ 7,163,179
Investment contract with insurance company, at contract value	<u>719,226</u>	<u>145,427</u>
Total investments	<u>8,968,790</u>	<u>7,308,606</u>
Receivables:		
Employer contributions	6,688	5,726
Participant contributions	11,934	9,150
Notes receivable from participants	<u>25,537</u>	<u>25,910</u>
Total receivables	<u>44,159</u>	<u>40,786</u>
Net assets available for benefits	<u>\$ 9,012,949</u>	<u>\$ 7,349,392</u>

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

Spark Fun Electronics Inc 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,	2023
Additions to (deductions from) net assets attributed to:	
Investment income (Note 2):	
Net appreciation in fair value of investments	\$ 1,453,454
Interest	4,947
Total investment income	1,458,401
Interest income on notes receivable from participants	1,011
Contributions:	
Employer	167,139
Participant	282,659
Rollovers	7,984
Total contributions	457,782
Payments:	
Distributions to participants	(244,780)
Administrative fees	(8,857)
Total payments	(253,637)
Net increase in net assets available for benefits	1,663,557
Net assets available for benefits, beginning of year	7,349,392
Net assets available for benefits, end of year	\$ 9,012,949

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

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 1 – Description of the Plan

The following description of the Spark Fun Electronics Inc 401(k) Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan Document for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan, which went into effect March 26, 2007, that is available to all employees of Spark Fun Electronics Inc (the "Company", "Employer", "Plan Sponsor", or "Plan Administrator") who are age 21 or older. Employees may enter the Plan on the first day of the month coinciding with or next following the date after meeting the Plan's eligibility requirements. The Plan excludes union employees, nonresident aliens, leased employees and employees who become employees as result of Code §410(b)(6)(C) transaction until the end of the transition period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Contributions. The following types of contributions are allowable under the Plan:

- **Elective Deferral Contributions** – Participants may contribute a percentage of their eligible pre-tax compensation, as defined in the Plan document, subject to limitations. Participants may also contribute a percentage of their after tax compensation and designate it as a Roth deferral contribution. A participant's total contribution cannot exceed \$22,500 (\$30,000 if 50 or older) in calendar year 2023.
- **Safe Harbor Employer Matching Contributions** – Each payroll period, the Employer will make a safe harbor Employer matching contribution equal to 100% of the participant's contributions up to 5% of compensation.
- **Discretionary Employer Nonelective Contributions** – The Employer may make a discretionary Employer nonelective contribution to eligible participants employed on the last day of the Plan year or participants that have completed 501 hours of service during the plan year, with certain exceptions for participants who die, become disabled, or reach their normal retirement date during the year. This contribution is allocated to each eligible participant's account in the ratio that each participant's compensation bears to the compensation of all eligible participants. During 2023, the Employer did not make a discretionary Employer Nonelective contribution.
- **Rollover Contributions** – Amounts distributed to participants from other qualified employee benefit plans may be rolled into the Plan.

All contributions are allocated to the Plan's investment funds at the direction of the participants.

Participant Accounts. Each participant's account is credited with the participant's elective deferral contributions (if any) and an allocation of (a) the Employer's contributions (safe harbor matching and discretionary nonelective, if any) (b) fund earnings or losses, and (c) administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options. Participants may currently direct their investments into various pooled separate accounts and an investment contract with insurance company.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 1 – Description of the Plan (continued)

Vesting. Participants are immediately 100% vested in their elective deferral contributions, rollover contributions, and safe harbor Employer matching contributions, plus actual earnings thereon. Vesting in the discretionary Employer nonelective contributions is based on a 4 year graded vesting schedule, whereas participants become 100% vested after 4 years of service. Additionally, employed participants become 100% vested in their accounts upon reaching normal retirement age of 65, death, becoming disabled, or upon Plan termination or partial Plan termination.

Forfeitures and Unallocated Asset Accounts. When certain terminations of participation occur, the non-vested portion of a participant's account represents a forfeiture. Forfeitures can be used to reduce future Employer contributions or can be used to pay administrative expenses of the Plan. During 2023, no forfeitures were used for either purpose. As of December 31, 2023 and 2022, forfeitures and unallocated asset accounts totaled \$0 and \$0, respectively.

Notes Receivable from Participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (i) \$50,000 or (ii) 50% of their vested account balance. Loan terms range up to a maximum of 5 years (10 years if used for the purchase of a principal residence). The loans are secured by the balance in the participant's account and bear a reasonable rate of interest as determined by the Plan Administrator at the date the loan is granted. Principal and interest payments are paid ratably through payroll deductions.

Payment of Benefits. Benefits to participants or beneficiaries generally are payable as a lump sum, partial payments, or installments equal to the value of their vested account balance upon retirement, termination, death, or disability of the participant. A terminated participant with a balance of less than \$1,000 may be automatically paid out by the Plan upon termination. A terminated participant with a balance between \$1,000 and \$5,000 can still be automatically paid out if their balance is rolled into a qualified Individual Retirement Account ("IRA"). Participants may also elect to rollover their vested account balance into an IRA or another qualified plan. Additionally, participants may request in-service withdrawals upon attainment of age 59½, for a deemed severance of employment, for a qualified reservist distribution, or upon incurring a financial hardship, as defined in the Plan Document, if certain criteria are met.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates. The financial statements of the Plan are prepared using the accrual method of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 2 – Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition. The Plan's investments are stated at fair value, except for the Plan's investment in an investment contract with insurance company which is stated at contract value (see Note 4). 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. See Note 3 for a 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. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Contributions. Participant contributions and the related Employer matching contributions are recognized in the period in which participant contributions are withheld from compensation.

Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefits Payments. Benefits are recorded when paid.

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 are charged directly to the participant's account and are included in administrative expenses. Also, included in administrative expenses are recordkeeping, participant communication, investment advisory, investment management, and other expenses. Certain investment related expenses are included in net appreciation in fair value of investments.

Reclassifications. Certain amounts in the 2022 financial statements have been reclassified in order to conform with the current year presentation.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 2 – Summary of Significant Accounting Policies (continued)

Prior Period Adjustment. In accordance with ASC 820, during 2023 Plan management made the following adjustments to their fair value measurements as of December 31, 2022, as shown in Note 3.

Description	Amount	As Previously Reported	Amount	As Adjusted
		Fair Value Level Within the Fair Value Hierarchy of ASC 820		Fair Value Level Within the Fair Value Hierarchy of ASC 820
Pooled separate accounts	\$ 7,163,179	2	\$ 7,163,179	*
Investment contract with insurance company	\$ 145,427	2	\$ 145,427	N/A

* In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented on the statements of net assets available for benefits.

This adjustment had no effect on net assets available for benefits as of December 31, 2023 and 2022, or the net increase in net assets available for benefits for the year ended December 31, 2023.

Note 3 – Fair Value Measurements

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the 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 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 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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 3 – Fair Value Measurements (continued)

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

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

There have been no changes in the methodologies used at December 31, 2023 and 2022. The following is a description of the valuation methodologies used for assets measured at fair value:

- The pooled separate accounts ("PSAs") are valued at the net asset value ("NAV") of units held by the Plan at year end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the funds less their liabilities. This practical expedient is not used when it is determined to be probable that the funds will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily.

The 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 sets forth by level, within the fair value hierarchy ("FV Hierarchy"), the Plan's assets at fair value as of December 31, 2023 and 2022:

Fair Value Measurements at December 31, 2023				
	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Total Assets in FV Hierarchy	\$ -	\$ -	\$ -	\$ -
Investments Measured at NAV				8,249,564
Total Assets at Fair Value				\$ 8,249,564

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 3 – Fair Value Measurements (continued)

	Fair Value Measurements at December 31, 2022			
	Quoted	Significant	Significant	Total
	Prices in Active	Other	Unobservable	
	Markets for Identical Assets Level 1	Observable Inputs Level 2	Inputs Level 3	
Total Assets in FV Hierarchy	\$ -	\$ -	\$ -	\$ -
Investments Measured at NAV				7,163,179
Total Assets at Fair Value				\$ 7,163,179

Investments in Certain Entities that Calculate NAV per Unit. The following table for December 31, 2023 and 2022, sets forth a summary of certain of the Plan's investments with a reported NAV:

Investment	Fair Value as of December 31,		Unfunded Commitments	Redemption Frequency	Redemption Restrictions
	2023	2022			
PSAs (a)	\$ 8,249,564	\$ 7,163,179	None	Daily	None

(a) Various intermediate-term bonds, large-cap stocks, mid-cap stocks, small-cap stocks, foreign stocks, specialty, and managed asset allocation investment strategies that invest mainly in registered investment companies.

Note 4 – Investment Contract With Insurance Company

In 2012, the Plan entered into a traditional benefit-responsive investment contract, the Stable Value Account ("SVA"), with American United Life Insurance Company ("AUL"). AUL maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The guaranteed rate, which may not be less than 0%, is established by the contract issuer 35 days prior to January 1st and stays in effect for the subsequent calendar year. The investment contract permits either party to terminate the agreement with 90 days notice.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 4 – Investment Contract With Insurance Company (continued)

This contract meets the fully benefit-responsive criteria and, therefore, is reported at contract value. Contract value is the relevant measurement attribute 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. Contract value, as reported to the Plan by AUL, 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, except that participants may not transfer any amount from the SVA to a competing investment. A participant who transfers funds from the SVA to a non-competing investment may not transfer funds from the non-competing investment to the SVA or a competing investment until 90 days from the date of their last transfer from the SVA. A competing investment available under the investment contract is an investment with an average effective duration of three years or less, a money market investment account, a stable value investment account that is not the AUL SVA, or any other investment account deemed competing by AUL.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the investment contract at December 31, 2023 and 2022, was \$719,226 and \$145,427, respectively. The investment contract does not have a defined maturity specified in the contract.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) the Plan's sponsor's rejection of the new Guaranteed Rate declared for the SVA, (2) Plan termination, (3) partial Plan termination, (4) bankruptcy of the Plan sponsor, (5) other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (6) contract termination.

The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Note 5 – Certified Information

The following information disclosed in the accompanying financial statements and ERISA-required supplemental schedule was obtained by management and agreed to or derived from information certified as complete and accurate by American United Life Insurance Company, the custodian, of the Plan:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Investment amounts, as shown in Notes 3 and 4;
- Investment income, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- Interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- The investment information in the Schedule of Assets (Held at End of Year) as of December 31, 2023, as shown in the supplemental schedule.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 6 – 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 or a partial Plan termination, affected participants will become 100% vested in their accounts.

Note 7 – Tax Status

The Company has adopted an OneAmerica Financial Partners Inc Non-Standardized Pre-Approved Profit Sharing Plan ("pre-approved plan"). The pre-approved plan received an opinion letter from the Internal Revenue Service ("IRS") on August 19, 2020, which stated that the pre-approved plan is qualified under the applicable sections of the Internal Revenue Code ("IRC"). Although the pre-approved plan and Plan have been amended since receiving the IRS opinion letter, the Plan Administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified under Section 401(a) of the IRC and the related Trust is tax exempt as of December 31, 2023 and 2022. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 Plan 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 December 31, 2023 and 2022, 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.

Note 8 – Party-In-Interest Transactions

The Company provides to the Plan certain accounting and administrative services for which no fees are charged.

The Plan's investments consist of pooled separate accounts and an investment contract with an insurance company offered by AUL. As AUL is the custodian of the Plan, these transactions qualify as party-in-interest transactions. Additionally, the Plan maintains notes receivable from participants. Fees paid for services rendered by parties-in-interest were based on customary and reasonable rates for such services.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 9 – Concentrations, Risks, and Uncertainties

The Plan provides for various investment options. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts presented in the statements of net assets available for benefits. As of December 31, 2023 and 2022, there was four and three investments, respectively, which individually represented more than 10% of net assets available for Plan benefits. See supplemental Schedule of Assets (Held at End of Year) for a complete listing of investments held at December 31, 2023.

Additionally, some investments held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Note 10 – Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through October 3, 2024, which is the date the financial statements were available to be issued.

Spark Fun Electronics Inc 401(k) Plan

Schedule H, Line 4i: Schedule of Assets (Held at End of Year)

EIN: 20-1617837

PN: 001

December 31,

2023

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
Pooled Separate Accounts:		
Victory	Victory Sycam Establish Val R6	\$ 102,979
Deutsche	Dws Rreef Real Estate Sec R6	49,186
PIMCO	PIMCO Income Instl	40,671
Pioneer	Pioneer Bond K	286,750
Vanguard	Vanguard Smcap Value Idx Adm	95,839
Vanguard	Vanguard Growth Index Adm	961,098
Vanguard	Vanguard Total Int Stk Idx Adm	154,667
Vanguard	Vanguard Value Index Adm	146,192
Columbia	Columbia Selig Tech & Info I3	52,419
MFS	MFS Mid Cap Growth R6	415,424
JPMorgan	Jpmorgan Small Cap GR R6	114,393
Principal	Principal Lifetime Hyb 2045 Z	1,131,707
Principal	Principal Lifetime Hyb 2050 Z	1,208,952
Principal	Principal Lifetime Hyb 2020 Z	14,444
Principal	Principal Lifetime Hyb 2025 Z	226,913
Principal	Principal Lifetime Hyb 2030 Z	51,512
Principal	Principal Lifetime Hyb 2035 Z	229,452
Principal	Principal Lifetime Hyb 2040 Z	352,981
Principal	Principal Lifetime Hyb 2055 Z	232,284
Principal	Principal Lifetime Hyb 2060 Z	233,857
Principal	Principal Lifetime Hyb 2065 Z	21,341
Principal	Principal Lifetime Hyb Inc Z	7,942
Fidelity	Fidelity 500 Index	1,321,352
Fidelity	Fidelity SM Cap Index	383,454
Fidelity	Fidelity Midcap Idx	144,643
Hartford	Hartford Intl Opp R6	269,112
Total Pooled Separate Accounts		8,249,564
Investment Contract with Insurance Company:		
* American United Life Insurance Co.	AUL Stable Value Account, 1.25%	719,226
Loans to Participants (interest rates of 4.25%, various maturity dates)		
* Participants		25,537
Total Assets (Held at End of Year)		\$ 8,994,327

* Represents a party-in-interest.



Spark Fun Electronics Inc 401(k) Plan

**Independent Auditor's Report and
Financial Statements**

December 31, 2023 and 2022

Spark Fun Electronics Inc 401(k) Plan

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Independent Auditor's Report

To the Plan Administrator of the
Spark Fun Electronics Inc 401(k) Plan:

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

We have performed audits of the financial statements of the Spark Fun Electronics Inc 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for 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 audits of the financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date 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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

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

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

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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Line 4i: Schedule of Assets (Held at End of Year), as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 schedule 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 schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including their 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 schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Breck and Company CPAs P.C.

Certified Public Accountants

Boulder, Colorado
October 3, 2024

Spark Fun Electronics Inc 401(k) Plan

Statements of Net Assets Available for Benefits

December 31,	2023	2022
ASSETS		
Investments (Notes 2, 3 and 4):		
Pooled separate accounts, at fair value	\$ 8,249,564	\$ 7,163,179
Investment contract with insurance company, at contract value	<u>719,226</u>	<u>145,427</u>
Total investments	<u>8,968,790</u>	<u>7,308,606</u>
Receivables:		
Employer contributions	6,688	5,726
Participant contributions	11,934	9,150
Notes receivable from participants	<u>25,537</u>	<u>25,910</u>
Total receivables	<u>44,159</u>	<u>40,786</u>
Net assets available for benefits	<u><u>\$ 9,012,949</u></u>	<u><u>\$ 7,349,392</u></u>

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

Spark Fun Electronics Inc 401(k) Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31,	2023
Additions to (deductions from) net assets attributed to:	
Investment income (Note 2):	
Net appreciation in fair value of investments	\$ 1,453,454
Interest	4,947
Total investment income	1,458,401
Interest income on notes receivable from participants	1,011
Contributions:	
Employer	167,139
Participant	282,659
Rollovers	7,984
Total contributions	457,782
Payments:	
Distributions to participants	(244,780)
Administrative fees	(8,857)
Total payments	(253,637)
Net increase in net assets available for benefits	1,663,557
Net assets available for benefits, beginning of year	7,349,392
Net assets available for benefits, end of year	\$ 9,012,949

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

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 1 – Description of the Plan

The following description of the Spark Fun Electronics Inc 401(k) Plan (the "Plan") provides only general information. Participants and all others should refer to the Plan Document for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan, which went into effect March 26, 2007, that is available to all employees of Spark Fun Electronics Inc (the "Company", "Employer", "Plan Sponsor", or "Plan Administrator") who are age 21 or older. Employees may enter the Plan on the first day of the month coinciding with or next following the date after meeting the Plan's eligibility requirements. The Plan excludes union employees, nonresident aliens, leased employees and employees who become employees as result of Code §410(b)(6)(C) transaction until the end of the transition period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Benefits under the Plan are not guaranteed by the Pension Benefit Guaranty Corporation.

Contributions. The following types of contributions are allowable under the Plan:

- **Elective Deferral Contributions** – Participants may contribute a percentage of their eligible pre-tax compensation, as defined in the Plan document, subject to limitations. Participants may also contribute a percentage of their after tax compensation and designate it as a Roth deferral contribution. A participant's total contribution cannot exceed \$22,500 (\$30,000 if 50 or older) in calendar year 2023.
- **Safe Harbor Employer Matching Contributions** – Each payroll period, the Employer will make a safe harbor Employer matching contribution equal to 100% of the participant's contributions up to 5% of compensation.
- **Discretionary Employer Nonelective Contributions** – The Employer may make a discretionary Employer nonelective contribution to eligible participants employed on the last day of the Plan year or participants that have completed 501 hours of service during the plan year, with certain exceptions for participants who die, become disabled, or reach their normal retirement date during the year. This contribution is allocated to each eligible participant's account in the ratio that each participant's compensation bears to the compensation of all eligible participants. During 2023, the Employer did not make a discretionary Employer Nonelective contribution.
- **Rollover Contributions** – Amounts distributed to participants from other qualified employee benefit plans may be rolled into the Plan.

All contributions are allocated to the Plan's investment funds at the direction of the participants.

Participant Accounts. Each participant's account is credited with the participant's elective deferral contributions (if any) and an allocation of (a) the Employer's contributions (safe harbor matching and discretionary nonelective, if any) (b) fund earnings or losses, and (c) administrative expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options. Participants may currently direct their investments into various pooled separate accounts and an investment contract with insurance company.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 1 – Description of the Plan (continued)

Vesting. Participants are immediately 100% vested in their elective deferral contributions, rollover contributions, and safe harbor Employer matching contributions, plus actual earnings thereon. Vesting in the discretionary Employer nonelective contributions is based on a 4 year graded vesting schedule, whereas participants become 100% vested after 4 years of service. Additionally, employed participants become 100% vested in their accounts upon reaching normal retirement age of 65, death, becoming disabled, or upon Plan termination or partial Plan termination.

Forfeitures and Unallocated Asset Accounts. When certain terminations of participation occur, the non-vested portion of a participant's account represents a forfeiture. Forfeitures can be used to reduce future Employer contributions or can be used to pay administrative expenses of the Plan. During 2023, no forfeitures were used for either purpose. As of December 31, 2023 and 2022, forfeitures and unallocated asset accounts totaled \$0 and \$0, respectively.

Notes Receivable from Participants. Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (i) \$50,000 or (ii) 50% of their vested account balance. Loan terms range up to a maximum of 5 years (10 years if used for the purchase of a principal residence). The loans are secured by the balance in the participant's account and bear a reasonable rate of interest as determined by the Plan Administrator at the date the loan is granted. Principal and interest payments are paid ratably through payroll deductions.

Payment of Benefits. Benefits to participants or beneficiaries generally are payable as a lump sum, partial payments, or installments equal to the value of their vested account balance upon retirement, termination, death, or disability of the participant. A terminated participant with a balance of less than \$1,000 may be automatically paid out by the Plan upon termination. A terminated participant with a balance between \$1,000 and \$5,000 can still be automatically paid out if their balance is rolled into a qualified Individual Retirement Account ("IRA"). Participants may also elect to rollover their vested account balance into an IRA or another qualified plan. Additionally, participants may request in-service withdrawals upon attainment of age 59½, for a deemed severance of employment, for a qualified reservist distribution, or upon incurring a financial hardship, as defined in the Plan Document, if certain criteria are met.

Note 2 – Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates. The financial statements of the Plan are prepared using the accrual method of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's management to use estimates and assumptions that affect the accompanying financial statements and disclosures. Actual results could differ from those estimates.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 2 – Summary of Significant Accounting Policies (continued)

Investment Valuation and Income Recognition. The Plan's investments are stated at fair value, except for the Plan's investment in an investment contract with insurance company which is stated at contract value (see Note 4). 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. See Note 3 for a 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. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Contributions. Participant contributions and the related Employer matching contributions are recognized in the period in which participant contributions are withheld from compensation.

Notes Receivable from Participants. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Benefits Payments. Benefits are recorded when paid.

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 are charged directly to the participant's account and are included in administrative expenses. Also, included in administrative expenses are recordkeeping, participant communication, investment advisory, investment management, and other expenses. Certain investment related expenses are included in net appreciation in fair value of investments.

Reclassifications. Certain amounts in the 2022 financial statements have been reclassified in order to conform with the current year presentation.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 2 – Summary of Significant Accounting Policies (continued)

Prior Period Adjustment. In accordance with ASC 820, during 2023 Plan management made the following adjustments to their fair value measurements as of December 31, 2022, as shown in Note 3.

Description	Amount	As Previously Reported	Amount	As Adjusted
		Fair Value Level Within the Fair Value Hierarchy of ASC 820		Fair Value Level Within the Fair Value Hierarchy of ASC 820
Pooled separate accounts	\$ 7,163,179	2	\$ 7,163,179	*
Investment contract with insurance company	\$ 145,427	2	\$ 145,427	N/A

* In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented on the statements of net assets available for benefits.

This adjustment had no effect on net assets available for benefits as of December 31, 2023 and 2022, or the net increase in net assets available for benefits for the year ended December 31, 2023.

Note 3 – Fair Value Measurements

The Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the 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 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 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; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 3 – Fair Value Measurements (continued)

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

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

There have been no changes in the methodologies used at December 31, 2023 and 2022. The following is a description of the valuation methodologies used for assets measured at fair value:

- The pooled separate accounts ("PSAs") are valued at the net asset value ("NAV") of units held by the Plan at year end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the funds less their liabilities. This practical expedient is not used when it is determined to be probable that the funds will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily.

The 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 sets forth by level, within the fair value hierarchy ("FV Hierarchy"), the Plan's assets at fair value as of December 31, 2023 and 2022:

Fair Value Measurements at December 31, 2023				
	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total
Total Assets in FV Hierarchy	\$ -	\$ -	\$ -	\$ -
Investments Measured at NAV				8,249,564
Total Assets at Fair Value				\$ 8,249,564

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 3 – Fair Value Measurements (continued)

	Fair Value Measurements at December 31, 2022			
	Quoted	Significant	Significant	Total
	Prices in Active	Other	Unobservable	
	Markets for Identical Assets Level 1	Observable Inputs Level 2	Inputs Level 3	
Total Assets in FV Hierarchy	\$ -	\$ -	\$ -	\$ -
Investments Measured at NAV				7,163,179
Total Assets at Fair Value				\$ 7,163,179

Investments in Certain Entities that Calculate NAV per Unit. The following table for December 31, 2023 and 2022, sets forth a summary of certain of the Plan's investments with a reported NAV:

Investment	Fair Value as of December 31,		Unfunded Commitments	Redemption Frequency	Redemption Restrictions
	2023	2022			
PSAs (a)	\$ 8,249,564	\$ 7,163,179	None	Daily	None

(a) Various intermediate-term bonds, large-cap stocks, mid-cap stocks, small-cap stocks, foreign stocks, specialty, and managed asset allocation investment strategies that invest mainly in registered investment companies.

Note 4 – Investment Contract With Insurance Company

In 2012, the Plan entered into a traditional benefit-responsive investment contract, the Stable Value Account ("SVA"), with American United Life Insurance Company ("AUL"). AUL maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The guaranteed rate, which may not be less than 0%, is established by the contract issuer 35 days prior to January 1st and stays in effect for the subsequent calendar year. The investment contract permits either party to terminate the agreement with 90 days notice.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 4 – Investment Contract With Insurance Company (continued)

This contract meets the fully benefit-responsive criteria and, therefore, is reported at contract value. Contract value is the relevant measurement attribute 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. Contract value, as reported to the Plan by AUL, 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, except that participants may not transfer any amount from the SVA to a competing investment. A participant who transfers funds from the SVA to a non-competing investment may not transfer funds from the non-competing investment to the SVA or a competing investment until 90 days from the date of their last transfer from the SVA. A competing investment available under the investment contract is an investment with an average effective duration of three years or less, a money market investment account, a stable value investment account that is not the AUL SVA, or any other investment account deemed competing by AUL.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The contract value of the investment contract at December 31, 2023 and 2022, was \$719,226 and \$145,427, respectively. The investment contract does not have a defined maturity specified in the contract.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) the Plan's sponsor's rejection of the new Guaranteed Rate declared for the SVA, (2) Plan termination, (3) partial Plan termination, (4) bankruptcy of the Plan sponsor, (5) other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (6) contract termination.

The Plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

Note 5 – Certified Information

The following information disclosed in the accompanying financial statements and ERISA-required supplemental schedule was obtained by management and agreed to or derived from information certified as complete and accurate by American United Life Insurance Company, the custodian, of the Plan:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Notes receivable from participants, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022;
- Investment amounts, as shown in Notes 3 and 4;
- Investment income, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- Interest income on notes receivable from participants, as shown in the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2023;
- The investment information in the Schedule of Assets (Held at End of Year) as of December 31, 2023, as shown in the supplemental schedule.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 6 – 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 or a partial Plan termination, affected participants will become 100% vested in their accounts.

Note 7 – Tax Status

The Company has adopted an OneAmerica Financial Partners Inc Non-Standardized Pre-Approved Profit Sharing Plan ("pre-approved plan"). The pre-approved plan received an opinion letter from the Internal Revenue Service ("IRS") on August 19, 2020, which stated that the pre-approved plan is qualified under the applicable sections of the Internal Revenue Code ("IRC"). Although the pre-approved plan and Plan have been amended since receiving the IRS opinion letter, the Plan Administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, the Plan Administrator believes that the Plan is qualified under Section 401(a) of the IRC and the related Trust is tax exempt as of December 31, 2023 and 2022. Therefore, no provision for income taxes has been included in the Plan's financial statements.

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 Plan 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 December 31, 2023 and 2022, 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.

Note 8 – Party-In-Interest Transactions

The Company provides to the Plan certain accounting and administrative services for which no fees are charged.

The Plan's investments consist of pooled separate accounts and an investment contract with an insurance company offered by AUL. As AUL is the custodian of the Plan, these transactions qualify as party-in-interest transactions. Additionally, the Plan maintains notes receivable from participants. Fees paid for services rendered by parties-in-interest were based on customary and reasonable rates for such services.

Spark Fun Electronics Inc 401(k) Plan

Notes to Financial Statements

December 31, 2023 and 2022

Note 9 – Concentrations, Risks, and Uncertainties

The Plan provides for various investment options. Investment securities, in general, are exposed to various risks, such as significant world events, interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts presented in the statements of net assets available for benefits. As of December 31, 2023 and 2022, there was four and three investments, respectively, which individually represented more than 10% of net assets available for Plan benefits. See supplemental Schedule of Assets (Held at End of Year) for a complete listing of investments held at December 31, 2023.

Additionally, some investments held by the Plan are invested in the securities of foreign companies, which involve special risks and considerations not typically associated with investing in U.S. companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practices, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. companies.

Note 10 – Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through October 3, 2024, which is the date the financial statements were available to be issued.

Spark Fun Electronics Inc 401(k) Plan

Schedule H, Line 4i: Schedule of Assets (Held at End of Year)

EIN: 20-1617837

PN: 001

December 31,

2023

Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Current Value
Pooled Separate Accounts:		
Victory	Victory Sycam Establish Val R6	\$ 102,979
Deutsche	Dws Rreef Real Estate Sec R6	49,186
PIMCO	PIMCO Income Instl	40,671
Pioneer	Pioneer Bond K	286,750
Vanguard	Vanguard Smcap Value Idx Adm	95,839
Vanguard	Vanguard Growth Index Adm	961,098
Vanguard	Vanguard Total Int Stk Idx Adm	154,667
Vanguard	Vanguard Value Index Adm	146,192
Columbia	Columbia Selig Tech & Info I3	52,419
MFS	MFS Mid Cap Growth R6	415,424
JPMorgan	Jpmorgan Small Cap GR R6	114,393
Principal	Principal Lifetime Hyb 2045 Z	1,131,707
Principal	Principal Lifetime Hyb 2050 Z	1,208,952
Principal	Principal Lifetime Hyb 2020 Z	14,444
Principal	Principal Lifetime Hyb 2025 Z	226,913
Principal	Principal Lifetime Hyb 2030 Z	51,512
Principal	Principal Lifetime Hyb 2035 Z	229,452
Principal	Principal Lifetime Hyb 2040 Z	352,981
Principal	Principal Lifetime Hyb 2055 Z	232,284
Principal	Principal Lifetime Hyb 2060 Z	233,857
Principal	Principal Lifetime Hyb 2065 Z	21,341
Principal	Principal Lifetime Hyb Inc Z	7,942
Fidelity	Fidelity 500 Index	1,321,352
Fidelity	Fidelity SM Cap Index	383,454
Fidelity	Fidelity Midcap Idx	144,643
Hartford	Hartford Intl Opp R6	269,112
Total Pooled Separate Accounts		8,249,564
Investment Contract with Insurance Company:		
* American United Life Insurance Co.	AUL Stable Value Account, 1.25%	719,226
Loans to Participants (interest rates of 4.25%, various maturity dates)		
* Participants		25,537
Total Assets (Held at End of Year)		\$ 8,994,327

* Represents a party-in-interest.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:	SPARK FUN ELECTRONICS INC 401K PLAN		
Employer Identification Number:	20-1617837		
For plan year (beginning/ending):	01-01-2023 TO 12-31-2023	Plan number:	001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	AMERICAN UNITED LIFE INS CO	AUL STABLE VALUE ACCOUNT	0	719,226
	COLUMBIA	COLUMBIA SELIG TECH & INFO I3 MUTUAL FUND SHARES	0	52,419
	DEUTSCHE	DWS RREEF REAL ESTATE SEC R6 MUTUAL FUND SHARES	0	49,186
	FIDELITY	FIDELITY 500 INDEX MUTUAL FUND SHARES	0	1,321,352
	FIDELITY	FIDELITY MIDCAP IDX MUTUAL FUND SHARES	0	144,643
	FIDELITY	FIDELITY SM CAP INDEX MUTUAL FUND SHARES	0	383,454
	HARTFORD	HARTFORD INTL OPP R6 MUTUAL FUND SHARES	0	269,112
	JPMORGAN	JPMORGAN SMALL CAP GR R6 MUTUAL FUND SHARES	0	114,393
*	PARTICIPANTS	LOANS 4.25% TO 4.25%	0	25,537
	MFS	MFS MID CAP GROWTH R6 MUTUAL FUND SHARES	0	415,424
	PIMCO	PIMCO INCOME INSTL MUTUAL FUND SHARES	0	40,671
	PIONEER	PIONEER BOND K MUTUAL FUND SHARES	0	286,750
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2045 Z MUTUAL FUND SHARES	0	1,131,707
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2050 Z MUTUAL FUND SHARES	0	1,208,952
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2020 Z MUTUAL FUND SHARES	0	14,444
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2025 Z MUTUAL FUND SHARES	0	226,914
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2030 Z MUTUAL FUND SHARES	0	51,512
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2035 Z MUTUAL FUND SHARES	0	229,452
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2040 Z MUTUAL FUND SHARES	0	352,981
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2055 Z MUTUAL FUND SHARES	0	232,284
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2060 Z MUTUAL FUND SHARES	0	233,856
	PRINCIPAL	PRINCIPAL LIFETIME HYB 2065 Z MUTUAL FUND SHARES	0	21,341
	PRINCIPAL	PRINCIPAL LIFETIME HYB INC Z MUTUAL FUND SHARES	0	7,942
	VANGUARD	VANGUARD GROWTH INDEX ADM MUTUAL FUND SHARES	0	961,098
	VANGUARD	VANGUARD SMCAP VALUE IDX ADM MUTUAL FUND SHARES	0	95,839
	VANGUARD	VANGUARD TOTAL INT STK IDX ADM MUTUAL FUND SHARES	0	154,667
	VANGUARD	VANGUARD VALUE INDEX ADM MUTUAL FUND SHARES	0	146,192
	VICTORY	VICTORY SYCAM ESTABLISH VAL R6 MUTUAL FUND SHARES	0	102,979