Form 5500	Annual Return/Report of Employee Benefit Plan	OMB Nos. 1210-0110 1210-0089
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2023** **This Form is Open to Public Inspection**

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] 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
LOCAL MOTION, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

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)
LOCAL MOTION, INC.

66B ROCSAM PARK ROAD
BRAINTREE, MA 02184

2b Employer Identification Number (EIN) 04-3194582

2c Plan Sponsor's telephone number 781-535-6353

2d Business code (see instructions) 485210

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.	10/11/2024	RANDY EATON
	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

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

3a Plan administrator's name and address [X] 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**	256
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	244
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	243
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	13
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	257
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	257
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	121
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	127
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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:

3H 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)** [X] 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) – Number Attached 0
- **(4)** [X] **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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).	2023
Department of Labor Employee Benefits Security Administration	▶ **File as an attachment to Form 5500.**	**This Form is Open to Public Inspection.**
Pension Benefit Guaranty Corporation		

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan
LOCAL MOTION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOCAL MOTION, INC.

D Employer Identification Number (EIN)
04-3194582

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	13238	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CONESTOGA SM CAP INV - ULTIMUS FUN 31-1663251	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD R5 - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS EQV INTL EQ R5 - INVESCO INVE 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS GLOBAL A - INVESCO INVESTMENT	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS SM CAP EQ R5 - INVESCO INVEST	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS VALUE OPPS R5 - INVESCO INVES	11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.35%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB MDCP GRTH TRUST - SS&C GLOBAL I	2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.40%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PRMTRC EMG MKT A - BNY MELLON INVE	500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.50%

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TEMPLETON FOREIGN A - FRANKLIN TEM 94-3167260	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP REAL ESTATE ADV - T. ROWE PRIC 52-2269240	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)	Financial Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
LOCAL MOTION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOCAL MOTION, INC.

D Employer Identification Number (EIN)
04-3194582

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	124591	139924
(2) Participant contributions	1b(2)	0	6485
(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)	111368	162910
(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)	2307908	3110946
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	2543867	3420265
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	2543867	3420265

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)	139924	
(B) Participants	2a(1)(B)	472892	
(C) Others (including rollovers)	2a(1)(C)	12958	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		625774
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)	8600	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		8600
(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)	77571	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		77571
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		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)		344742
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		1056687
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	167051	
(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)		167051
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)	0	
(3) Recordkeeping fees	2i(3)	13238	
(4) IQPA audit fees	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	0	
(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)		13238
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		180289
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		876398
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) [X] 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) [X] 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: JOHNSON O'CONNOR FERON & CARUCCI LL **(2)** EIN: 20-3985546

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.)	**4a**	X		35162
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] 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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
LOCAL MOTION, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LOCAL MOTION, INC.

D Employer Identification Number (EIN)
04-3194582

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107 _____

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information

(If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

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

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

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

Part III Amendments

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

Part IV ESOPs

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

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

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

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

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

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): _____

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

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

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

a Enter the percentage of plan assets held as:

Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%

High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation._____

Part VII IRS Compliance Questions

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

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A .

LOCAL MOTION, INC. 401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

Years Ended December 31, 2023 and 2022

JOHNSON O'CONNOR

LOCAL MOTION, INC. 401(k) PLAN
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JOHNSON O'CONNOR

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Local Motion, Inc. 401(k) Plan

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

We have performed audits of the financial statements of Local Motion, Inc. 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Local Motion, Inc. 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of 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 Local Motion, Inc. 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 Local Motion, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Local Motion, Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters – Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Johnson O'Connor Feron & Carucci LLP

Wakefield, Massachusetts
October 9, 2024

LOCAL MOTION, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2023	2022
ASSETS		
Investments, at fair value	$ 3,110,946	$ 2,307,908
Receivables:		
Participant contributions	6,485	-
Employer contributions	139,924	124,591
Notes receivable from participants	162,910	111,368
Total receivables	309,319	235,959
Net assets available for benefits	$ 3,420,265	$ 2,543,867

See notes to financial statements.

LOCAL MOTION, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2023	2022
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 344,742	$ -
Interest and dividends	77,571	169,351
	422,313	169,351
Interest income on notes receivable from participants	8,600	4,824
Contributions:		
Participant	472,892	426,748
Employer	139,924	124,591
Rollovers	12,958	46,638
	625,774	597,977
Total additions	1,056,687	772,152
DEDUCTIONS		
Deductions from net assets attributed to:		
Investment loss:		
Net depreciation in fair value of investments	-	571,235
Benefits paid to participants	167,051	157,000
Administrative expenses	13,238	6,892
Total deductions	180,289	735,127
Net increase	876,398	37,025
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	2,543,867	2,506,842
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 3,420,265	$ 2,543,867

See notes to financial statements.

1. DESCRIPTION OF PLAN

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

General –

The Plan is a defined contribution and profit sharing plan covering substantially all employees of Local Motion, Inc. (the Company) who are at least 21 years of age and have completed 3 months of service. In September 2023, the Company was acquired by Beacon Mobility. The Plan is subject to the provisions of the Internal Revenue Code of 1986, as amended (the Code) and the Employee Retirement Income Security Act of 1974 (ERISA). The Retirement Plan Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Company's Board of Directors.

Contributions –

Each year, participants may contribute up to 90% of their eligible compensation, as defined in the Plan agreement, subject to the maximum amount allowed by the Code. Both pre-tax and Roth contributions are permitted under the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. With the approval of the plan administrator, participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company, at its discretion, may elect to make matching contributions to the Plan. For the Plan years ended December 31, 2023 and 2022, the Company made matching contributions totaling $139,924 and $124,591, respectively.

In addition to matching contributions, the Company may make discretionary profit-sharing contributions with the approval of the Board of Directors. Profit-sharing contributions are allocated based on the ratio of the participant's compensation to the compensation of all eligible participants. To be eligible for a profit-sharing contribution, participants must complete 1,000 hours of service during the Plan year and be employed on the last day of the Plan year. For the Plan years ended December 31, 2023 and 2022, there was no profit-sharing contribution made to the Plan. Contributions are subject to certain IRS limitations.

Participant Accounts –

Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution, an allocation of the Company's discretionary profit-sharing contribution, as well as allocations of Plan earnings. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. DESCRIPTION OF PLAN (Continued)

Vesting –

Participants are immediately vested in their contributions and rollover contributions, plus earnings thereon. Vesting in the Company's discretionary matching and profit-sharing contributions is based on years of continuous service, as follows:

Years of Service	Vesting Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

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 $50,000 or 50% of their vested account balance. Loans are required to be repaid within five years unless the loan is to be used for the purchase of a primary residence in which case the note may be repaid within a period of no more than ten years. Participants may only have one outstanding loan at any time. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits –

Upon termination of service, retirement, disability or death, a participant may receive a lump sum payment in an amount equal to the value of the participant's vested interest in their account either in a distribution or a rollover. A participant may also request an in-service withdrawal upon attainment of age 59 ½. If a participant's account balance is greater than $1,000 but equal to or less than $5,000, the plan administrator can automatically rollover their entire vested account balance into a traditional individual retirement account (IRA). If a participant's account balance is $1,000 or less, the plan administrator can distribute the entire balance in a lump sum amount.

Hardship withdrawals are available from the participant's accounts, subject to a minimum of $500, in order to meet a participant's immediate and heavy financial need, as defined in the Plan document.

Forfeitures –

Forfeitures are used to pay Plan expenses or offset future Company contributions to the Plan. At December 31, 2023 and 2022, unallocated forfeitures totaled $2,353 and $5,509, respectively. For the Plan year ended December 31, 2023, $5,096 of forfeited amounts were used to pay Plan expenses. For the Plan year ended December 31, 2022, no forfeitures were used by the Plan to pay Plan expenses or offset Company contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting –

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates –

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

Investment Valuation and Income Recognition –

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisor and custodian.

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

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 and 2022. Delinquent notes receivable from participants, if applicable, are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits –

Benefits are recorded when paid.

Administrative Expenses –

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of benefit payments from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Adopted Accounting Pronouncement –

In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as subsequently amended by additional ASUs. The ASU requires the allowance for credit losses to be estimated based on an incurred loss model, which considers historical and forecasted conditions. Financial assets held by the Plan that are subject to the guidance in FASB ASC 326 were contributions receivable.

On January 1, 2023, the Plan adopted the new accounting standard and all of the related amendments using the modified retrospective method. The impact of the adoption was not considered material to the Plan's financial statements.

Date of Management's Review –

The Plan has evaluated subsequent events through October 9, 2024, the date the financial statements were available to be issued. As a result of the Plan sponsor's acquisition in September 2023, Beacon Mobility is evaluating its impact on the Plan, however no final resolutions have been determined as of the date of the audit report.

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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; or 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.

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

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

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

3. FAIR VALUE MEASUREMENTS (Continued)

Mutual funds:

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission (SEC). These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value.

	Assets at Fair Value as of December 31, 2023			
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,110,946	$ -	$ -	$ 3,110,946
Investments, at fair value	$ 3,110,946	$ -	$ -	$ 3,110,946

	Assets at Fair Value as of December 31, 2022			
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,307,908	$ -	$ -	$ 2,307,908
Investments, at fair value	$ 2,307,908	$ -	$ -	$ 2,307,908

There were no transfers to or from Levels 1, 2, and 3 during the Plan years ended December 31, 2023 and 2022.

4. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

5. RISKS AND UNCERTAINTIES

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

6. TAX STATUS

The Plan has adopted a volume submitter profit sharing plan and relies on the volume submitter plan sponsor's favorable opinion letter from the IRS dated June 30, 2020, in which the IRS stated that the volume submitter plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. 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 if the Plan has taken an uncertain position that more likely than not would be sustained up on examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

7. PLAN TERMINATION

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

8. PROHIBITED TRANSACTIONS

Under U.S. Department of Labor Regulation Section 2510.3-102, Plan related salary deferrals and loan repayments withheld from employees' paychecks must be deposited into the Plan as soon as reasonably possible, but in no event later that the fifteenth business day of the month following the Company's withholding. When this regulation is not satisfied, the Company has engaged in a prohibited transaction.

During the Plan years ended December 31, 2023, and 2022, the Company engaged in prohibited transactions by remitting certain deposits to the Plan after the required reporting period. The Company has taken corrective action related to the 2022 and prior prohibited transactions and is in the process of taking corrective action related to the 2023 prohibition transaction.

9. PARTY-IN-INTEREST TRANSACTIONS

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

SUPPLEMENTAL INFORMATION

LOCAL MOTION, INC. 401(k) PLAN
EIN: 04-3194582, PLAN NUMBER: 001

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2023

	Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
2023	$ 11,112	X	$ 11,112	$ -	$ -	$ -
2022	7,150	X	-	7,150	-	-
2021	16,900	X	-	16,900	-	-

Note: The Plan Sponsor is currently in the process of making all required corrections for the identified late remittance in 2023. Additionally, they will file Form 5330 with the IRS to report and pay excise tax with respect to the uncorrected 2023 late remittance as required pursuant to Section 4975 of the code.

LOCAL MOTION, INC. 401(k) PLAN
EIN: 04-3194582, PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2023

(a)	(b)	(c) Description of Investment					(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
*	Fidelity Freedom 2025 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	$ 380,765
*	Fidelity Freedom 2030 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	365,054
*	Fidelity Freedom 2015 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	316,416
*	Fidelity Government Money Market Fund	Mutual fund	n/a	n/a	n/a	n/a	**	298,224
*	Fidelity Freedom 2040 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	295,787
*	Fidelity Freedom 2035 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	241,060
*	Fidelity Freedom 2045 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	218,003
*	Fidelity Freedom 2020 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	214,060
*	Fidelity Freedom 2050 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	124,893
*	Fidelity Blue Chip Growth Fund	Mutual fund	n/a	n/a	n/a	n/a	**	83,024
*	Fidelity Freedom 2055 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	61,363
*	Fidelity Total Bond Fund	Mutual fund	n/a	n/a	n/a	n/a	**	57,927
*	Fidelity Extended Market Index	Mutual fund	n/a	n/a	n/a	n/a	**	46,346
*	Fidelity 500 Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	43,791
	Invesco Diversified Dividend Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	41,042
*	Fidelity Global ex US Index	Mutual fund	n/a	n/a	n/a	n/a	**	37,025
	Conestoga Small Cap Fund Investors Class	Mutual fund	n/a	n/a	n/a	n/a	**	36,967
*	Fidelity Total Market Index	Mutual fund	n/a	n/a	n/a	n/a	**	32,565
*	Fidelity Government Income Fund	Mutual fund	n/a	n/a	n/a	n/a	**	28,736
*	Fidelity Contrafund	Mutual fund	n/a	n/a	n/a	n/a	**	27,137
*	Fidelity Low-Priced Stock Fund	Mutual fund	n/a	n/a	n/a	n/a	**	26,826
*	Fidelity Large Cap Stock Fund	Mutual fund	n/a	n/a	n/a	n/a	**	17,763
	Invesco Global A	Mutual fund	n/a	n/a	n/a	n/a	**	16,762
*	Fidelity Mid Cap Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	14,136
	T. Rowe Price Real Estate Fund Advisor Class	Mutual fund	n/a	n/a	n/a	n/a	**	12,568
*	Fidelity Puritan Fund	Mutual fund	n/a	n/a	n/a	n/a	**	12,092
	Invesco Value Opportunities Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	11,973
	Invesco Small Cap Equity Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	9,665
	Neuberger Berman Mid Cap Growth Trust	Mutual fund	n/a	n/a	n/a	n/a	**	8,975
*	Fidelity Freedom 2010 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	7,707
*	Fidelity U.S. Bond Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	5,504
	Templeton Foreign Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	5,408
*	Fidelity Freedom Income K	Mutual fund	n/a	n/a	n/a	n/a	**	4,536
	Parametric Emerging Markets Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	3,309
*	Fidelity Freedom 2060 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	1,127
*	Fidelity Freedom 2065 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	1,017
*	Fidelity Small Cap Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	651
	Invesco EQV International Equity Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	626
*	Fidelity High Income Fund	Mutual fund	n/a	n/a	n/a	n/a	**	116
*	Participant Loans	Participant loans	varies	4.25% - 9.50%	n/a	n/a	-0-	162,910
								$ 3,273,856

* Parties-in-interest as defined by ERISA.

** Participant-directed investments for which historical cost information is not required to be presented.

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LOCAL MOTION, INC. 401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

Years Ended December 31, 2023 and 2022

JOHNSON O'CONNOR

LOCAL MOTION, INC. 401(k) PLAN
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JOHNSON O'CONNOR

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Local Motion, Inc. 401(k) Plan

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

We have performed audits of the financial statements of Local Motion, Inc. 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Local Motion, Inc. 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of 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 Local Motion, Inc. 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 Local Motion, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Local Motion, Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters – Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Johnson O'Connor Feron & Carucci LLP

Wakefield, Massachusetts
October 9, 2024

LOCAL MOTION, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2023	2022
ASSETS		
Investments, at fair value	$ 3,110,946	$ 2,307,908
Receivables:		
Participant contributions	6,485	-
Employer contributions	139,924	124,591
Notes receivable from participants	162,910	111,368
Total receivables	309,319	235,959
Net assets available for benefits	$ 3,420,265	$ 2,543,867

See notes to financial statements.

LOCAL MOTION, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2023	2022
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 344,742	$ -
Interest and dividends	77,571	169,351
	422,313	169,351
Interest income on notes receivable from participants	8,600	4,824
Contributions:		
Participant	472,892	426,748
Employer	139,924	124,591
Rollovers	12,958	46,638
	625,774	597,977
Total additions	1,056,687	772,152
DEDUCTIONS		
Deductions from net assets attributed to:		
Investment loss:		
Net depreciation in fair value of investments	-	571,235
Benefits paid to participants	167,051	157,000
Administrative expenses	13,238	6,892
Total deductions	180,289	735,127
Net increase	876,398	37,025
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	2,543,867	2,506,842
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 3,420,265	$ 2,543,867

See notes to financial statements.

1. DESCRIPTION OF PLAN

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

General –

The Plan is a defined contribution and profit sharing plan covering substantially all employees of Local Motion, Inc. (the Company) who are at least 21 years of age and have completed 3 months of service. In September 2023, the Company was acquired by Beacon Mobility. The Plan is subject to the provisions of the Internal Revenue Code of 1986, as amended (the Code) and the Employee Retirement Income Security Act of 1974 (ERISA). The Retirement Plan Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Company's Board of Directors.

Contributions –

Each year, participants may contribute up to 90% of their eligible compensation, as defined in the Plan agreement, subject to the maximum amount allowed by the Code. Both pre-tax and Roth contributions are permitted under the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. With the approval of the plan administrator, participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company, at its discretion, may elect to make matching contributions to the Plan. For the Plan years ended December 31, 2023 and 2022, the Company made matching contributions totaling $139,924 and $124,591, respectively.

In addition to matching contributions, the Company may make discretionary profit-sharing contributions with the approval of the Board of Directors. Profit-sharing contributions are allocated based on the ratio of the participant's compensation to the compensation of all eligible participants. To be eligible for a profit-sharing contribution, participants must complete 1,000 hours of service during the Plan year and be employed on the last day of the Plan year. For the Plan years ended December 31, 2023 and 2022, there was no profit-sharing contribution made to the Plan. Contributions are subject to certain IRS limitations.

Participant Accounts –

Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution, an allocation of the Company's discretionary profit-sharing contribution, as well as allocations of Plan earnings. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. DESCRIPTION OF PLAN (Continued)

Vesting –

Participants are immediately vested in their contributions and rollover contributions, plus earnings thereon. Vesting in the Company's discretionary matching and profit-sharing contributions is based on years of continuous service, as follows:

Years of Service	Vesting Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

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 $50,000 or 50% of their vested account balance. Loans are required to be repaid within five years unless the loan is to be used for the purchase of a primary residence in which case the note may be repaid within a period of no more than ten years. Participants may only have one outstanding loan at any time. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits –

Upon termination of service, retirement, disability or death, a participant may receive a lump sum payment in an amount equal to the value of the participant's vested interest in their account either in a distribution or a rollover. A participant may also request an in-service withdrawal upon attainment of age 59 ½. If a participant's account balance is greater than $1,000 but equal to or less than $5,000, the plan administrator can automatically rollover their entire vested account balance into a traditional individual retirement account (IRA). If a participant's account balance is $1,000 or less, the plan administrator can distribute the entire balance in a lump sum amount.

Hardship withdrawals are available from the participant's accounts, subject to a minimum of $500, in order to meet a participant's immediate and heavy financial need, as defined in the Plan document.

Forfeitures –

Forfeitures are used to pay Plan expenses or offset future Company contributions to the Plan. At December 31, 2023 and 2022, unallocated forfeitures totaled $2,353 and $5,509, respectively. For the Plan year ended December 31, 2023, $5,096 of forfeited amounts were used to pay Plan expenses. For the Plan year ended December 31, 2022, no forfeitures were used by the Plan to pay Plan expenses or offset Company contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting –

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates –

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

Investment Valuation and Income Recognition –

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisor and custodian.

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

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 and 2022. Delinquent notes receivable from participants, if applicable, are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits –

Benefits are recorded when paid.

Administrative Expenses –

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of benefit payments from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Adopted Accounting Pronouncement –

In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as subsequently amended by additional ASUs. The ASU requires the allowance for credit losses to be estimated based on an incurred loss model, which considers historical and forecasted conditions. Financial assets held by the Plan that are subject to the guidance in FASB ASC 326 were contributions receivable.

On January 1, 2023, the Plan adopted the new accounting standard and all of the related amendments using the modified retrospective method. The impact of the adoption was not considered material to the Plan's financial statements.

Date of Management's Review –

The Plan has evaluated subsequent events through October 9, 2024, the date the financial statements were available to be issued. As a result of the Plan sponsor's acquisition in September 2023, Beacon Mobility is evaluating its impact on the Plan, however no final resolutions have been determined as of the date of the audit report.

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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; or 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.

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

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

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

3. FAIR VALUE MEASUREMENTS (Continued)

Mutual funds:

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission (SEC). These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value.

	Assets at Fair Value as of December 31, 2023			
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,110,946	$ -	$ -	$ 3,110,946
Investments, at fair value	$ 3,110,946	$ -	$ -	$ 3,110,946

	Assets at Fair Value as of December 31, 2022			
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,307,908	$ -	$ -	$ 2,307,908
Investments, at fair value	$ 2,307,908	$ -	$ -	$ 2,307,908

There were no transfers to or from Levels 1, 2, and 3 during the Plan years ended December 31, 2023 and 2022.

4. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

5. RISKS AND UNCERTAINTIES

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

6. TAX STATUS

The Plan has adopted a volume submitter profit sharing plan and relies on the volume submitter plan sponsor's favorable opinion letter from the IRS dated June 30, 2020, in which the IRS stated that the volume submitter plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. 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 if the Plan has taken an uncertain position that more likely than not would be sustained up on examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

7. PLAN TERMINATION

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

8. PROHIBITED TRANSACTIONS

Under U.S. Department of Labor Regulation Section 2510.3-102, Plan related salary deferrals and loan repayments withheld from employees' paychecks must be deposited into the Plan as soon as reasonably possible, but in no event later that the fifteenth business day of the month following the Company's withholding. When this regulation is not satisfied, the Company has engaged in a prohibited transaction.

During the Plan years ended December 31, 2023, and 2022, the Company engaged in prohibited transactions by remitting certain deposits to the Plan after the required reporting period. The Company has taken corrective action related to the 2022 and prior prohibited transactions and is in the process of taking corrective action related to the 2023 prohibition transaction.

9. PARTY-IN-INTEREST TRANSACTIONS

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

SUPPLEMENTAL INFORMATION

LOCAL MOTION, INC. 401(k) PLAN
EIN: 04-3194582, PLAN NUMBER: 001

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2023

	Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
2023	$ 11,112	X	$ 11,112	$ -	$ -	$ -
2022	7,150	X	-	7,150	-	-
2021	16,900	X	-	16,900	-	-

Note: The Plan Sponsor is currently in the process of making all required corrections for the identified late remittance in 2023. Additionally, they will file Form 5330 with the IRS to report and pay excise tax with respect to the uncorrected 2023 late remittance as required pursuant to Section 4975 of the code.

LOCAL MOTION, INC. 401(k) PLAN
EIN: 04-3194582, PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2023

(a)	(b)	(c) Description of Investment					(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
*	Fidelity Freedom 2025 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	$ 380,765
*	Fidelity Freedom 2030 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	365,054
*	Fidelity Freedom 2015 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	316,416
*	Fidelity Government Money Market Fund	Mutual fund	n/a	n/a	n/a	n/a	**	298,224
*	Fidelity Freedom 2040 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	295,787
*	Fidelity Freedom 2035 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	241,060
*	Fidelity Freedom 2045 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	218,003
*	Fidelity Freedom 2020 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	214,060
*	Fidelity Freedom 2050 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	124,893
*	Fidelity Blue Chip Growth Fund	Mutual fund	n/a	n/a	n/a	n/a	**	83,024
*	Fidelity Freedom 2055 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	61,363
*	Fidelity Total Bond Fund	Mutual fund	n/a	n/a	n/a	n/a	**	57,927
*	Fidelity Extended Market Index	Mutual fund	n/a	n/a	n/a	n/a	**	46,346
*	Fidelity 500 Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	43,791
	Invesco Diversified Dividend Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	41,042
*	Fidelity Global ex US Index	Mutual fund	n/a	n/a	n/a	n/a	**	37,025
	Conestoga Small Cap Fund Investors Class	Mutual fund	n/a	n/a	n/a	n/a	**	36,967
*	Fidelity Total Market Index	Mutual fund	n/a	n/a	n/a	n/a	**	32,565
*	Fidelity Government Income Fund	Mutual fund	n/a	n/a	n/a	n/a	**	28,736
*	Fidelity Contrafund	Mutual fund	n/a	n/a	n/a	n/a	**	27,137
*	Fidelity Low-Priced Stock Fund	Mutual fund	n/a	n/a	n/a	n/a	**	26,826
*	Fidelity Large Cap Stock Fund	Mutual fund	n/a	n/a	n/a	n/a	**	17,763
	Invesco Global A	Mutual fund	n/a	n/a	n/a	n/a	**	16,762
*	Fidelity Mid Cap Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	14,136
	T. Rowe Price Real Estate Fund Advisor Class	Mutual fund	n/a	n/a	n/a	n/a	**	12,568
*	Fidelity Puritan Fund	Mutual fund	n/a	n/a	n/a	n/a	**	12,092
	Invesco Value Opportunities Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	11,973
	Invesco Small Cap Equity Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	9,665
	Neuberger Berman Mid Cap Growth Trust	Mutual fund	n/a	n/a	n/a	n/a	**	8,975
*	Fidelity Freedom 2010 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	7,707
*	Fidelity U.S. Bond Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	5,504
	Templeton Foreign Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	5,408
*	Fidelity Freedom Income K	Mutual fund	n/a	n/a	n/a	n/a	**	4,536
	Parametric Emerging Markets Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	3,309
*	Fidelity Freedom 2060 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	1,127
*	Fidelity Freedom 2065 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	1,017
*	Fidelity Small Cap Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	651
	Invesco EQV International Equity Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	626
*	Fidelity High Income Fund	Mutual fund	n/a	n/a	n/a	n/a	**	116
*	Participant Loans	Participant loans	varies	4.25% - 9.50%	n/a	n/a	-0-	162,910
								$ 3,273,856

* Parties-in-interest as defined by ERISA.

** Participant-directed investments for which historical cost information is not required to be presented.

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LOCAL MOTION, INC. 401(k) PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

Years Ended December 31, 2023 and 2022

JOHNSON O'CONNOR

LOCAL MOTION, INC. 401(k) PLAN
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JOHNSON O'CONNOR

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Local Motion, Inc. 401(k) Plan

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

We have performed audits of the financial statements of Local Motion, Inc. 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the years then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion

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

- the amounts and disclosures in the 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Local Motion, Inc. 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of 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 Local Motion, Inc. 401(k) Plan's ability to continue as a going concern within one year after the date that the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 Local Motion, Inc. 401(k) Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Local Motion, Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters – Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

- the form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

- the information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Johnson O'Connor Feron & Carucci LLP

Wakefield, Massachusetts
October 9, 2024

LOCAL MOTION, INC. 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2023	2022
ASSETS		
Investments, at fair value	$ 3,110,946	$ 2,307,908
Receivables:		
Participant contributions	6,485	-
Employer contributions	139,924	124,591
Notes receivable from participants	162,910	111,368
Total receivables	309,319	235,959
Net assets available for benefits	$ 3,420,265	$ 2,543,867

See notes to financial statements.

LOCAL MOTION, INC. 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Years Ended December 31,	
	2023	2022
ADDITIONS		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	$ 344,742	$ -
Interest and dividends	77,571	169,351
	422,313	169,351
Interest income on notes receivable from participants	8,600	4,824
Contributions:		
Participant	472,892	426,748
Employer	139,924	124,591
Rollovers	12,958	46,638
	625,774	597,977
Total additions	1,056,687	772,152
DEDUCTIONS		
Deductions from net assets attributed to:		
Investment loss:		
Net depreciation in fair value of investments	-	571,235
Benefits paid to participants	167,051	157,000
Administrative expenses	13,238	6,892
Total deductions	180,289	735,127
Net increase	876,398	37,025
NET ASSETS AVAILABLE FOR BENEFITS - BEGINNING OF YEAR	2,543,867	2,506,842
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 3,420,265	$ 2,543,867

See notes to financial statements.

1. DESCRIPTION OF PLAN

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

General –

The Plan is a defined contribution and profit sharing plan covering substantially all employees of Local Motion, Inc. (the Company) who are at least 21 years of age and have completed 3 months of service. In September 2023, the Company was acquired by Beacon Mobility. The Plan is subject to the provisions of the Internal Revenue Code of 1986, as amended (the Code) and the Employee Retirement Income Security Act of 1974 (ERISA). The Retirement Plan Committee determines the appropriateness of the Plan's investment offerings, monitors investment performance and reports to the Company's Board of Directors.

Contributions –

Each year, participants may contribute up to 90% of their eligible compensation, as defined in the Plan agreement, subject to the maximum amount allowed by the Code. Both pre-tax and Roth contributions are permitted under the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. With the approval of the plan administrator, participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollovers). Participants direct the investment of their contributions into various investment options offered by the Plan.

The Company, at its discretion, may elect to make matching contributions to the Plan. For the Plan years ended December 31, 2023 and 2022, the Company made matching contributions totaling $139,924 and $124,591, respectively.

In addition to matching contributions, the Company may make discretionary profit-sharing contributions with the approval of the Board of Directors. Profit-sharing contributions are allocated based on the ratio of the participant's compensation to the compensation of all eligible participants. To be eligible for a profit-sharing contribution, participants must complete 1,000 hours of service during the Plan year and be employed on the last day of the Plan year. For the Plan years ended December 31, 2023 and 2022, there was no profit-sharing contribution made to the Plan. Contributions are subject to certain IRS limitations.

Participant Accounts –

Each participant's account is credited with the participant's contribution, the Company's discretionary matching contribution, an allocation of the Company's discretionary profit-sharing contribution, as well as allocations of Plan earnings. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

1. DESCRIPTION OF PLAN (Continued)

Vesting –

Participants are immediately vested in their contributions and rollover contributions, plus earnings thereon. Vesting in the Company's discretionary matching and profit-sharing contributions is based on years of continuous service, as follows:

Years of Service	Vesting Percentage
Less than 2 years	0%
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 years or more	100%

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 $50,000 or 50% of their vested account balance. Loans are required to be repaid within five years unless the loan is to be used for the purchase of a primary residence in which case the note may be repaid within a period of no more than ten years. Participants may only have one outstanding loan at any time. The loans are secured by the balance in the participant's account and bear interest at the prime rate plus 1%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits –

Upon termination of service, retirement, disability or death, a participant may receive a lump sum payment in an amount equal to the value of the participant's vested interest in their account either in a distribution or a rollover. A participant may also request an in-service withdrawal upon attainment of age 59 ½. If a participant's account balance is greater than $1,000 but equal to or less than $5,000, the plan administrator can automatically rollover their entire vested account balance into a traditional individual retirement account (IRA). If a participant's account balance is $1,000 or less, the plan administrator can distribute the entire balance in a lump sum amount.

Hardship withdrawals are available from the participant's accounts, subject to a minimum of $500, in order to meet a participant's immediate and heavy financial need, as defined in the Plan document.

Forfeitures –

Forfeitures are used to pay Plan expenses or offset future Company contributions to the Plan. At December 31, 2023 and 2022, unallocated forfeitures totaled $2,353 and $5,509, respectively. For the Plan year ended December 31, 2023, $5,096 of forfeited amounts were used to pay Plan expenses. For the Plan year ended December 31, 2022, no forfeitures were used by the Plan to pay Plan expenses or offset Company contributions.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting –

The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates –

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

Investment Valuation and Income Recognition –

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the Plan's investment advisor and custodian.

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

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 and 2022. Delinquent notes receivable from participants, if applicable, are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits –

Benefits are recorded when paid.

Administrative Expenses –

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of benefit payments from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recently Adopted Accounting Pronouncement –

In June 2016, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, as subsequently amended by additional ASUs. The ASU requires the allowance for credit losses to be estimated based on an incurred loss model, which considers historical and forecasted conditions. Financial assets held by the Plan that are subject to the guidance in FASB ASC 326 were contributions receivable.

On January 1, 2023, the Plan adopted the new accounting standard and all of the related amendments using the modified retrospective method. The impact of the adoption was not considered material to the Plan's financial statements.

Date of Management's Review –

The Plan has evaluated subsequent events through October 9, 2024, the date the financial statements were available to be issued. As a result of the Plan sponsor's acquisition in September 2023, Beacon Mobility is evaluating its impact on the Plan, however no final resolutions have been determined as of the date of the audit report.

3. FAIR VALUE MEASUREMENTS

The framework for measuring fair value 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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; or 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.

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

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

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

3. FAIR VALUE MEASUREMENTS (Continued)

Mutual funds:

Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the U.S. Securities and Exchange Commission (SEC). These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

The following table set forth by level, within the fair value hierarchy, the Plan's assets at fair value.

	Assets at Fair Value as of December 31, 2023			
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,110,946	$ -	$ -	$ 3,110,946
Investments, at fair value	$ 3,110,946	$ -	$ -	$ 3,110,946

	Assets at Fair Value as of December 31, 2022			
Description	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,307,908	$ -	$ -	$ 2,307,908
Investments, at fair value	$ 2,307,908	$ -	$ -	$ 2,307,908

There were no transfers to or from Levels 1, 2, and 3 during the Plan years ended December 31, 2023 and 2022.

4. INFORMATION PREPARED AND CERTIFIED BY PLAN'S TRUSTEE

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments and notes receivable from participants held at December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company, the trustee of the Plan.

5. RISKS AND UNCERTAINTIES

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

6. TAX STATUS

The Plan has adopted a volume submitter profit sharing plan and relies on the volume submitter plan sponsor's favorable opinion letter from the IRS dated June 30, 2020, in which the IRS stated that the volume submitter plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC. 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 if the Plan has taken an uncertain position that more likely than not would be sustained up on examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

7. PLAN TERMINATION

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

8. PROHIBITED TRANSACTIONS

Under U.S. Department of Labor Regulation Section 2510.3-102, Plan related salary deferrals and loan repayments withheld from employees' paychecks must be deposited into the Plan as soon as reasonably possible, but in no event later that the fifteenth business day of the month following the Company's withholding. When this regulation is not satisfied, the Company has engaged in a prohibited transaction.

During the Plan years ended December 31, 2023, and 2022, the Company engaged in prohibited transactions by remitting certain deposits to the Plan after the required reporting period. The Company has taken corrective action related to the 2022 and prior prohibited transactions and is in the process of taking corrective action related to the 2023 prohibition transaction.

9. PARTY-IN-INTEREST TRANSACTIONS

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

SUPPLEMENTAL INFORMATION

LOCAL MOTION, INC. 401(k) PLAN
EIN: 04-3194582, PLAN NUMBER: 001

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
DECEMBER 31, 2023

	Participant Contributions Transferred Late to the Plan	Check Here if Late Participant Loan Repayments are Included	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
			Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	
2023	$ 11,112	X	$ 11,112	$ -	$ -	$ -
2022	7,150	X	-	7,150	-	-
2021	16,900	X	-	16,900	-	-

Note: The Plan Sponsor is currently in the process of making all required corrections for the identified late remittance in 2023. Additionally, they will file Form 5330 with the IRS to report and pay excise tax with respect to the uncorrected 2023 late remittance as required pursuant to Section 4975 of the code.

LOCAL MOTION, INC. 401(k) PLAN
EIN: 04-3194582, PLAN NUMBER: 001

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2023

(a)	(b)	(c) Description of Investment					(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Type of Investment	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value
*	Fidelity Freedom 2025 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	$ 380,765
*	Fidelity Freedom 2030 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	365,054
*	Fidelity Freedom 2015 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	316,416
*	Fidelity Government Money Market Fund	Mutual fund	n/a	n/a	n/a	n/a	**	298,224
*	Fidelity Freedom 2040 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	295,787
*	Fidelity Freedom 2035 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	241,060
*	Fidelity Freedom 2045 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	218,003
*	Fidelity Freedom 2020 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	214,060
*	Fidelity Freedom 2050 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	124,893
*	Fidelity Blue Chip Growth Fund	Mutual fund	n/a	n/a	n/a	n/a	**	83,024
*	Fidelity Freedom 2055 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	61,363
*	Fidelity Total Bond Fund	Mutual fund	n/a	n/a	n/a	n/a	**	57,927
*	Fidelity Extended Market Index	Mutual fund	n/a	n/a	n/a	n/a	**	46,346
*	Fidelity 500 Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	43,791
	Invesco Diversified Dividend Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	41,042
*	Fidelity Global ex US Index	Mutual fund	n/a	n/a	n/a	n/a	**	37,025
	Conestoga Small Cap Fund Investors Class	Mutual fund	n/a	n/a	n/a	n/a	**	36,967
*	Fidelity Total Market Index	Mutual fund	n/a	n/a	n/a	n/a	**	32,565
*	Fidelity Government Income Fund	Mutual fund	n/a	n/a	n/a	n/a	**	28,736
*	Fidelity Contrafund	Mutual fund	n/a	n/a	n/a	n/a	**	27,137
*	Fidelity Low-Priced Stock Fund	Mutual fund	n/a	n/a	n/a	n/a	**	26,826
*	Fidelity Large Cap Stock Fund	Mutual fund	n/a	n/a	n/a	n/a	**	17,763
	Invesco Global A	Mutual fund	n/a	n/a	n/a	n/a	**	16,762
*	Fidelity Mid Cap Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	14,136
	T. Rowe Price Real Estate Fund Advisor Class	Mutual fund	n/a	n/a	n/a	n/a	**	12,568
*	Fidelity Puritan Fund	Mutual fund	n/a	n/a	n/a	n/a	**	12,092
	Invesco Value Opportunities Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	11,973
	Invesco Small Cap Equity Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	9,665
	Neuberger Berman Mid Cap Growth Trust	Mutual fund	n/a	n/a	n/a	n/a	**	8,975
*	Fidelity Freedom 2010 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	7,707
*	Fidelity U.S. Bond Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	5,504
	Templeton Foreign Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	5,408
*	Fidelity Freedom Income K	Mutual fund	n/a	n/a	n/a	n/a	**	4,536
	Parametric Emerging Markets Fund Class A	Mutual fund	n/a	n/a	n/a	n/a	**	3,309
*	Fidelity Freedom 2060 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	1,127
*	Fidelity Freedom 2065 Fund - Class K	Mutual fund	n/a	n/a	n/a	n/a	**	1,017
*	Fidelity Small Cap Index Fund	Mutual fund	n/a	n/a	n/a	n/a	**	651
	Invesco EQV International Equity Fund R5 Class	Mutual fund	n/a	n/a	n/a	n/a	**	626
*	Fidelity High Income Fund	Mutual fund	n/a	n/a	n/a	n/a	**	116
*	Participant Loans	Participant loans	varies	4.25% - 9.50%	n/a	n/a	-0-	162,910
								$ 3,273,856

* Parties-in-interest as defined by ERISA.

** Participant-directed investments for which historical cost information is not required to be presented.

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