

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan Q4 DESIGNS LLC 401(K) PROFIT SHARING PLAN & TRUST
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 11/01/2011
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) Q4 DESIGNS LLC 20 WEST 33RD ST NEW YORK, NY 10001
2b	Employer Identification Number (EIN) 45-2432178
2c	Plan Sponsor's telephone number 212-946-2580
2d	Business code (see instructions) 448190

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	FRANK BROVENDER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 154
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 84 6a(2) 96 6b 0 6c 36 6d 132 6e 0 6f 132 6g(1) 141 6g(2) 117 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan Q4 DESIGNS LLC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 Q4 DESIGNS LLC	D Employer Identification Number (EIN) 45-2432178	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation	
PAYCHEX SECURITIES CORPORATION	225 KENNETH DRIVE ROCHESTER, NY 14623
16-1486352	

(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)

B. RILEY WEALTH ADVISORS, INC

40 S. MAIN ST. SUITE 1800
MEMPHIS, TN 38103

62-1518255

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 26 15	ADVISOR	5480	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

NATIONAL ASSET MGMT

1200 N. FEDERAL HIGHWAY
4TH FLOOR
BOCA RATON, FL 33432

62-1518255

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 26 15	ADVISOR	5145	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☒

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

PAYCHEX, INC.

911 PANORAMA TRAIL S
ROCHESTER, NY 14625

16-1124166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 26 15	RECORDKEEPER	12077	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
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
For calendar plan year 2023 or fiscal plan year beginning <u>01/01/2023</u> and ending <u>12/31/2023</u>		
A Name of plan <u>Q4 DESIGNS LLC 401(K) PROFIT SHARING PLAN & TRUST</u>	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 <u>Q4 DESIGNS LLC</u>	D Employer Identification Number (EIN) <u>45-2432178</u>	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	347	827
(2) Participant contributions	1b(2)	11671	18158
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	996919	283898
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred.....	1c(3)(A)	0	
(B) All other.....	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred.....	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	69613	47271
(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)	4273020	4522391
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	
(2) Employer real property	1d(2)	0	
e Buildings and other property used in plan operation	1e	0	
f Total assets (add all amounts in lines 1a through 1e)	1f	5351570	4872545
Liabilities			
g Benefit claims payable	1g	0	
h Operating payables	1h	0	
i Acquisition indebtedness	1i	0	
j Other liabilities	1j	0	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5351570	4872545

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)	15427	
(B) Participants	2a(1)(B)	305413	
(C) Others (including rollovers)	2a(1)(C)	28172	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		349012
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	14378	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	3535	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		17913
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	160951	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		160951
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		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)		591458
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		1119334

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1572401	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1572401
f Corrective distributions (see instructions)	2f		1551
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	11965	
(3) Recordkeeping fees.....	2i(3)	0	
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	11582	
(6) Bank or trust company trustee/custodial fees	2i(6)	860	
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		24407
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1598359

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-479025
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **DOANE CPA FIRM LLC**

(2) EIN: **27-4431954**

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☒		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan Q4 DESIGNS LLC 401(K) PROFIT SHARING PLAN & TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 Q4 DESIGNS LLC	D Employer Identification Number (EIN) 45-2432178

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): 16-1470238 27-3169253	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

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

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

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

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes ☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes ☒ No

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

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____% b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☐ Design-based safe harbor method ☐ "Prior year" ADP test ☒ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>08 / 31 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q704150A</u> .	

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST
FINANCIAL STATEMENTS
AND
SUPPLEMENTARY INFORMATION
FOR THE YEARS ENDED
DECEMBER 31, 2023 AND 2022
* * * * *

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

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INDEPENDENT ACCOUNTANT'S REPORT

To the Participants and Administrative Committee
of Q4 DESIGNS LLC
401(k) Profit Sharing Plan & Trust
New York, NY

Scope and Nature of the ERISA Section 103(a)(3)C Audit for the 2023 Financial Statements

I have performed an audit the accompanying financial statements of the Q4 Designs LLC 401(k) Profit Sharing Plan and Trust Benefit 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. The financial statements comprise the statement of net assets available for benefits as of December 31, 2023, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2023 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, my audit need not extend to any statements or information related to assets held for investment of the plan 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 by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Auditor's Responsibility for the Audit of the 2023 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 my report, my objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

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

- * Exercise professional judgment and maintain professional skepticism throughout the audit.
- * Identify an assess 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 the effectiveness of Q4 Designs LLC 401(k) Profit Sharing Plan and Trust Benefit 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 evaluate the overall presentation of the financial statements.
- * Conclude whether, in my judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Q4 Designs LLC 401K Profit Sharing Plan and Trust Benefit Plan's ability to continue as a going concern for a reasonable period of time.

Auditor's Responsibility for the Audit of the 2023 Financial Statements (continued)

My audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2023 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 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.

I am 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 I identified during the audit.

2023 Supplemental Schedules Required by ERISA

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

In forming my opinion on the supplemental schedules, I 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 my 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 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.

Auditor's Report on the 2022 Financial Statements

The 2022 financial statements of Q4 Designs LLC 401K Profit Sharing Plan & Trust Benefit Plan were audited by me. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information certified by the qualified institution. My report dated October 11, 2023, indicated that (a) because of the significance of the information that I did not audit, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit and (b) the form and content of the information included in the financial statements and supplemental schedules other than that derived from the certified information, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The 2022 financial statements are restated herein to include plan accounts receivable (note A).

Doane CPA Firm

Doane CPA Firm LLC
Watertown, New York

September 24, 2024

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u> (Restated)
<u>ASSETS</u>		
Investments - Fair market value		
Mutual Funds	\$ 4,522,391	\$ 4,273,020
Money Market Funds	<u>283,898</u>	<u>996,919</u>
Total investments	<u>4,806,289</u>	<u>5,269,939</u>
Notes receivable from participants	<u>47,271</u>	<u>69,613</u>
Contributions receivable:		
Employee contributions receivable	18,158	11,671
Employer contributions receivable	<u>827</u>	<u>347</u>
Total contributions receivable	<u>18,985</u>	<u>12,018</u>
TOTAL ASSETS	<u>\$ 4,872,545</u>	<u>\$ 5,351,570</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,872,545</u>	<u>\$ 5,351,570</u>

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u> (restated)
Additions		
Participant's contributions	\$ 333,585	\$ 367,086
Employer contributions	15,427	16,814
Loan interest income	3,535	2,490
Dividends and interest	175,329	161,851
Net investment gain(loss)	591,458	(1,170,275)
Total additions	<u>1,119,334</u>	<u>(622,034)</u>
Disbursements		
Amounts paid to participants and beneficiaries	1,573,952	990,774
Administrative and management fees	24,407	28,231
Total disbursements	<u>1,598,359</u>	<u>1,019,005</u>
Net increase (decrease) in net assets	(479,025)	(1,641,039)
Net assets available for benefits beginning of year	<u>5,351,570</u>	<u>6,992,609</u>
Net assets available for benefits end of year	<u>\$ 4,872,545</u>	<u>\$ 5,351,570</u>

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE A - GENERAL DESCRIPTION OF THE PLAN

The following description of the Q4 Designs, LLC., ("the Company") 401(k) Profit Sharing Plan & Trust ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Company comprises a "controlled group" of corporations under Code Sec 414(b).

General

The Plan is a defined contribution plan which was established November 1, 2011 covering all full-time and part-time employees of the Company and its affiliates who are over the age of 21. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute the lower of up to 92% of pretax annual compensation, as defined in the Plan subject to statutory limitations of the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company made a matching contribution of 100% of participants elective salary deferrals up to 1% of compensation until April 30, 2020 when the plan was amended to suspend the match due to uncertainties associated with the pandemic. The Plan may also contribute a non-elective contribution; however, no such contribution was elected for the year ended December 31, 2023. Participants also direct the investment of Company contributions. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and any potential employer's matching contribution plus allocations of (a) the Company's discretionary contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Vesting

Participants are immediately vested in their contributions and earnings thereon. Company contributions and matching contributions are vested at 20% upon completion of two years of service and gradually increase to 100% after six years of service.

Loan to 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 account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan funds. Loan terms can range from 12-54 months up to 120 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates are equal to the prime rate at the time of the loan, plus 1%. Principal and interest is paid ratably through payroll deductions.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE A - GENERAL DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

On termination of service for any reason, participants will receive benefits equal to the value of the vested interest in his or her account. Participants with a vested balance less than \$1,000 will receive a mandatory lump-sum distribution. For terminated participants with a vested account balance greater than \$1,000, but less than \$5,000, the Plan Administrator will make a direct rollover of the participant's account to an individual retirement account designed by the Plan Administrator. Participants with a vested account balance greater than \$5,000 may elect to receive their benefits in either a lump-sum or in installment payments, or defer payment of benefits until a later date.

Withdrawals from a participant's salary deferral account may also be made in the event of a financial hardship, in accordance with the provisions specified in the Plan.

Participants who are at least 59 1/2 years of age may withdraw all or a portion of their vested account balance prior to termination.

Forfeitures

Plan Forfeitures are first used to reduce plan expenses, then used to reduce employer contributions, then added to participant accounts.

Opening balance	\$	7,972
Contributions		-
Investment Income		253
Conversions and fees		(4,226)
Ending balance	\$	<u>3,999</u>

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition (SFAS 157)

The Company has adopted SFAS No. 157, "Fair Value Measurements". SFAS No. 157 applies to all financial instruments that are measured and reported on a fair value basis.

As defined in SFAS No. 157, 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. In determine fair value, the Company utilizes certain assumptions that market participants would be used in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Company is required to prove the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data

Level 3 - Includes significant inputs to the valuation methodology that are unobservable and may include assumptions about market participant assumptions.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

MUTUAL FUNDS

Mutual funds are classified in Level 1 of the hierarchy as fair value is based on quoted prices in active markets for identical securities.

INTEREST BEARING CASH (Money Market Fund)

Interest bearing cash is classified in Level 1. Funds are invested in Federated US Treasury cash reserves Institutional Shares.

The following table presents the financial instruments carried at fair value as of December 31, 2023, by the TOPIC ASC 820 valuation hierarchy, as described above.

	<u>Level 1</u>		
Mutual Funds	\$	4,522,391	
Money Market Funds		<u>283,898</u>	
Total assets at fair value	\$	<u>4,806,289</u>	

	<u>Mutual</u> <u>Funds</u>	<u>Money Market</u> <u>Funds</u>	<u>Total</u>
Balance, beginning of year	\$ 4,273,020	\$ 996,919	\$ 5,269,939
Contributions	277,025	36,848	313,873
Transfers in/(out) - net	91,437	(69,095)	22,342
Conversions and rollovers	7,950	20,222	28,172
Investment income	164,350	14,514	178,864
Administrative fees	(22,834)	(1,573)	(24,407)
Gains(losses)	590,235	1,223	591,458
Benefit payments	(858,792)	(715,160)	(1,573,952)
Balance, end of year	<u>\$ 4,522,391</u>	<u>\$ 283,898</u>	<u>\$ 4,806,289</u>

Interest Income

Interest income is recorded as earned.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Various administrative costs, principally accounting and administrative fees, are paid directly by the Company. Other administrative expenses and investment advisory fees are paid by the Plan.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Participant Loans

Participant loans are recorded on the accrual basis, inclusive of accrued interest. Interest income from participant loans is recorded when accrued. No provision for uncollectible loans is recorded, as management records defaulted amounts as deemed uncollectible.

Balance at December 31, 2022	\$	69,613
New loans		30,913
Deemed Distributions		-
Principal payments		(53,255)
Balance at December 31, 2023	\$	<u>47,271</u>

Risks and Uncertainties

The Plan provides for various investment options in any combination of a variety of mutual funds. Investments in mutual funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain mutual funds and the level of uncertainty related to changes in the value of mutual funds, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statements of changes in net assets available for benefits.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Restatement

The 2022 Financial statements are restated to include plan receivables of \$12,018, per generally accepted accounting principles (GAAP) in the United States of America regulations.

NOTE C - INVESTMENTS CONCENTRATION OF RISK

Plan assets are currently held in participant separate accounts through MidAtlantic Trust Corp, the current custodian.

The total fair market value of individual assets investment that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	*	<u>2023</u>	<u>2022</u>
Federated US Treasury	16%	\$ 776,113	\$ 668,015
Vanguard Target Ret Inc Fund	12%	590,812	913,722
Vanguard Target 2025	11%	527,117	421,510
Vanguard 500 Index	11%	523,043	595,247
Vanguard Target 2035	10%	464,934	350,786
American Funds The Growth Fnd	6%	283,899	996,920

* percentage of plan assets

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE C- INVESTMENTS (Continued)

During 2023 and 2022, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased(decreased) in value by \$(485,992) and \$(1,664,088) respectively.

A participant may direct contributions to any investment available through Paychex Corp. and MidAtlantic Trust Co. All investments are self directed.

NOTE D - INCOME TAX STATUS

The Internal Revenue Service has determined and informed Paychex Corporation by letter dated August 31, 2020, that their plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Company has adopted the Paychex Inc. Plan and believes the plan to be in compliance with all IRS regulations.

NOTE E - 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.

NOTE F - RECONCILIATION OF FINANCIAL STATEMENTS

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

Net assets available for benefits - per 5500 Schedule H	\$	<u>4,853,560</u>
Less: Contributions Receivable	\$	<u>18,985</u>
Net assets available for benefits - per financial statement	\$	<u><u>4,872,545</u></u>

Note: Form 5500 was prepared by the Plan Administrator. We did not perform audit procedures beyond verifying the above reconciliation to the financial statements.

NOTE G - UNAUDITED INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Investments	\$ 4,806,289	\$ 5,269,939
Employee loans	47,271	69,613
Dividends and interest	175,329	161,851
Investment gains(losses)	591,458	(1,170,275)
Loan interest income	3,535	2,490

NOTE H - SUBSEQUENT EVENTS

The Plan administrator has evaluated events subsequent to the issuance of these financial statements on September 24, 2024 and determined that the excess contributions have all been self corrected under acceptable Revenue Ruling Procedures, to include reclassifying certain excess contributions as "catch up" contributions per DOL and IRS guidelines.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE J - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Name of parties in interest and description of relationship:

Plan Sponsor	Q4 DESIGNS LLC
Multi Employer Participants with common ownership	
Q4 Designs LLC	42-2432178
PRG Nouveau LLC	81-1365234
Taylor Fashion LLC	45-4789982
China-TEX	82-4086345
Service Providers	Paychex Corporation
	Mid Atlantic Trust
Trustee	Mid Atlantic Trust
Limited Trustee	Frank Brovender
Plan Administrator	Frank Brovender
Attorney	NA
Independent Qualified CPA	Doane CPA Firm LLC

Significant Related Party Transactions:	Amount
<u>Description</u>	<u>Paid</u>
The Board of Directors for Q4 DESIGNS LLC has elected to pay administrative audit fees for the Plan from company funds, as Plan Sponsors	
Firm Paid: Doane CPA Firm LLC	<u>\$5,000</u>
Paychex Inc. Recordkeeping	<u>\$12,077</u>
B. Riley Wealth Advisors, Inc.	<u>\$5,480</u>
National Asset Mgmt	<u>\$5,145</u>

SUPPLEMENTARY INFORMATION

Q4 DESIGNS LLC
401(k) PROFIT SHARING PLAN & TRUST

EIN 45-2432178

SCHEDULE OF EXCESS
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2022

YEAR	EXCESS CONTRIBUTIONS	NOT CORRECTED	SELF CORRECTED	CATCH-UP and/or RECLASS	FULLY CORRECTED IRS REV PROC	IRS FORM 530 EPCF PENALTY
2022	\$ 2,473		\$ 2,473		\$ 2,473	\$ -
2023	\$ 22,277		\$ 15,606	\$ 6,671	\$ 22,277	\$ -
TOTAL	\$ 24,750		<u>\$ 18,079</u>	<u>\$ 6,671</u>	<u>\$ 24,750</u>	\$ -

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

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

EIN 45-2432178
Plan #: 001
Schedule H, Line 4i

SCHEDULE 1 - ASSETS HELD AT END OF YEAR
DECEMBER 31, 2023 AND 2022

(a)	(b) <u>Identity of Issue</u>	(c) <u>Description of Investment</u>	(d) <u>**</u>	(e) <u>Current Value</u>	
				<u>2023</u>	<u>2022</u>
	Vanguard	Vanguard Target 2025	\$	776,113	\$ 668,015
	Vanguard	Vanguard Target Ret Inc Fund		590,812	913,722
	Vanguard	Vanguard Target 2035		527,117	421,510
	Vanguard	Vanguard 500 Index		523,043	595,247
	American	American Funds The Growth Fnd Class R-6		464,934	350,786
	Federated	Federated US Treasury		283,899	996,920
	Vanguard	Vanguard Target 2045		189,768	141,018
	Janus	Janus Henderson Venture Fund Class N		167,888	142,082
	Vanguard	Vanguard Target 2040		154,704	105,696
	American	American Beacon Sm Cap Val Fund Inst		152,558	126,950
	Vanguard	Vanguard Target 2030		130,266	107,778
	TIAA	TIAA CREF Lg Cap Grth Indx Fd		114,372	2,522
	Vanguard	Vanguard Target 2020		87,780	65,814
	Vanguard	Vanguard Target 2055		87,276	71,128
	Blackrock	Blackrock Technology Opportunities Fund Cl A		86,832	109,731
	Principal	Principal MidCap S&P400		81,231	38,884
	DFA	DFA Intl Sustainability		77,247	57,861
	Vanguard	Vanguard Strategic Sm Cap Eq Fnd Investor Sh		54,113	27,637
	Vanguard	Vanguard Equity Income Fund Admiral Shares		52,621	7,517
	JPMorgan	JPMorgan Core Plus Bd Fd Cass R6		51,740	43,720
	Federated	Federal Ins High Yield Bd Fnd		47,507	47,094
*	Participants	Participant Loans at interest rates from 5.25% - 8%		47,271	69,613
	MFS	MFS Mid Cap Valu R6'		30,346	34,487
	Vanguard	Vanguard Target 2050		25,921	148,843
	DFA	DFA Emerging Markets SM Cap Pt		21,687	16,472
	American	American Funds New Perspective Class R6		13,114	15,532
	American	American Funds American Balanced		11,590	12,757
	Vanguard	Vanguard Target 2060		1,810	216
	Total		\$	<u>4,853,560</u>	<u>\$ 5,339,552</u>

** Column (d) has not been presented as this information is not required for participant directed plans.

* Party in interest transactions

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(k) PROFIT SHARING PLAN & TRUST
FOR THE YEAR ENDED DECEMBER 31, 2023

Schedule of > 5% Reportable Transactions

Schedule H, Line 4j
EIN 45-2432178

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost of Asset	(h) Current Value on Trans Date	(i) Net gain or loss
US Treas	Federated Hermes U.S. Treasury Cash Reserves Fund	636,388	-	N/A	-	-	-	-
Vanguard	Vanguard Target Retirement Income Fund	9,948	398,065	N/A	-	382,247	-	15,818
Vanguard	Vanguard 500 Index Fund Admiral Shares	170,526	363,330	N/A	-	336,816		26,514

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST
FINANCIAL STATEMENTS
AND
SUPPLEMENTARY INFORMATION
FOR THE YEARS ENDED
DECEMBER 31, 2023 AND 2022
* * * * *

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

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INDEPENDENT ACCOUNTANT'S REPORT

To the Participants and Administrative Committee
of Q4 DESIGNS LLC
401(k) Profit Sharing Plan & Trust
New York, NY

Scope and Nature of the ERISA Section 103(a)(3)C Audit for the 2023 Financial Statements

I have performed an audit the accompanying financial statements of the Q4 Designs LLC 401(k) Profit Sharing Plan and Trust Benefit 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. The financial statements comprise the statement of net assets available for benefits as of December 31, 2023, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management, having determined it is permissible in the circumstances, has elected to have the audit of the 2023 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, my audit need not extend to any statements or information related to assets held for investment of the plan 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 by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Auditor's Responsibility for the Audit of the 2023 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 my report, my objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgement made by a reasonable user based on the financial statements.

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

- * Exercise professional judgment and maintain professional skepticism throughout the audit.
- * Identify an assess 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 the effectiveness of Q4 Designs LLC 401(k) Profit Sharing Plan and Trust Benefit 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 evaluate the overall presentation of the financial statements.
- * Conclude whether, in my judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Q4 Designs LLC 401K Profit Sharing Plan and Trust Benefit Plan's ability to continue as a going concern for a reasonable period of time.

Auditor's Responsibility for the Audit of the 2023 Financial Statements (continued)

My audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the 2023 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 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.

I am 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 I identified during the audit.

2023 Supplemental Schedules Required by ERISA

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

In forming my opinion on the supplemental schedules, I 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 my 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 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.

Auditor's Report on the 2022 Financial Statements

The 2022 financial statements of Q4 Designs LLC 401K Profit Sharing Plan & Trust Benefit Plan were audited by me. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for reporting and disclosure under ERISA, the plan administrator instructed me not to perform, and I did not perform, any auditing procedures with respect to the information certified by the qualified institution. My report dated October 11, 2023, indicated that (a) because of the significance of the information that I did not audit, I was not able to obtain sufficient appropriate audit evidence to provide a basis for an audit and (b) the form and content of the information included in the financial statements and supplemental schedules other than that derived from the certified information, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The 2022 financial statements are restated herein to include plan accounts receivable (note A).

Doane CPA Firm

Doane CPA Firm LLC
Watertown, New York

September 24, 2024

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u> (Restated)
<u>ASSETS</u>		
Investments - Fair market value		
Mutual Funds	\$ 4,522,391	\$ 4,273,020
Money Market Funds	<u>283,898</u>	<u>996,919</u>
Total investments	<u>4,806,289</u>	<u>5,269,939</u>
Notes receivable from participants	<u>47,271</u>	<u>69,613</u>
Contributions receivable:		
Employee contributions receivable	18,158	11,671
Employer contributions receivable	<u>827</u>	<u>347</u>
Total contributions receivable	<u>18,985</u>	<u>12,018</u>
TOTAL ASSETS	<u>\$ 4,872,545</u>	<u>\$ 5,351,570</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,872,545</u>	<u>\$ 5,351,570</u>

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u> (restated)
Additions		
Participant's contributions	\$ 333,585	\$ 367,086
Employer contributions	15,427	16,814
Loan interest income	3,535	2,490
Dividends and interest	175,329	161,851
Net investment gain(loss)	591,458	(1,170,275)
Total additions	<u>1,119,334</u>	<u>(622,034)</u>
Disbursements		
Amounts paid to participants and beneficiaries	1,573,952	990,774
Administrative and management fees	24,407	28,231
Total disbursements	<u>1,598,359</u>	<u>1,019,005</u>
Net increase (decrease) in net assets	(479,025)	(1,641,039)
Net assets available for benefits beginning of year	<u>5,351,570</u>	<u>6,992,609</u>
Net assets available for benefits end of year	<u>\$ 4,872,545</u>	<u>\$ 5,351,570</u>

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE A - GENERAL DESCRIPTION OF THE PLAN

The following description of the Q4 Designs, LLC., ("the Company") 401(k) Profit Sharing Plan & Trust ("the Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Company comprises a "controlled group" of corporations under Code Sec 414(b).

General

The Plan is a defined contribution plan which was established November 1, 2011 covering all full-time and part-time employees of the Company and its affiliates who are over the age of 21. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, participants may contribute the lower of up to 92% of pretax annual compensation, as defined in the Plan subject to statutory limitations of the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing rollovers from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company made a matching contribution of 100% of participants elective salary deferrals up to 1% of compensation until April 30, 2020 when the plan was amended to suspend the match due to uncertainties associated with the pandemic. The Plan may also contribute a non-elective contribution; however, no such contribution was elected for the year ended December 31, 2023. Participants also direct the investment of Company contributions. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant's account is credited with the participant's contribution and any potential employer's matching contribution plus allocations of (a) the Company's discretionary contribution and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested accounts.

Vesting

Participants are immediately vested in their contributions and earnings thereon. Company contributions and matching contributions are vested at 20% upon completion of two years of service and gradually increase to 100% after six years of service.

Loan to 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 account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan funds. Loan terms can range from 12-54 months up to 120 months for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates. Interest rates are equal to the prime rate at the time of the loan, plus 1%. Principal and interest is paid ratably through payroll deductions.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE A - GENERAL DESCRIPTION OF THE PLAN (continued)

Payment of Benefits

On termination of service for any reason, participants will receive benefits equal to the value of the vested interest in his or her account. Participants with a vested balance less than \$1,000 will receive a mandatory lump-sum distribution. For terminated participants with a vested account balance greater than \$1,000, but less than \$5,000, the Plan Administrator will make a direct rollover of the participant's account to an individual retirement account designed by the Plan Administrator. Participants with a vested account balance greater than \$5,000 may elect to receive their benefits in either a lump-sum or in installment payments, or defer payment of benefits until a later date.

Withdrawals from a participant's salary deferral account may also be made in the event of a financial hardship, in accordance with the provisions specified in the Plan.

Participants who are at least 59 1/2 years of age may withdraw all or a portion of their vested account balance prior to termination.

Forfeitures

Plan Forfeitures are first used to reduce plan expenses, then used to reduce employer contributions, then added to participant accounts.

Opening balance	\$	7,972
Contributions		-
Investment Income		253
Conversions and fees		(4,226)
Ending balance	\$	<u>3,999</u>

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition (SFAS 157)

The Company has adopted SFAS No. 157, "Fair Value Measurements". SFAS No. 157 applies to all financial instruments that are measured and reported on a fair value basis.

As defined in SFAS No. 157, 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. In determine fair value, the Company utilizes certain assumptions that market participants would be used in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable inputs and minimize the use of unobservable inputs. Based on the examination of the inputs used in the valuation techniques, the Company is required to prove the following information according to the fair value hierarchy. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value will be classified and disclosed in one of the following three categories:

Level 1 - Quoted market prices in active markets for identical assets or liabilities

Level 2 - Observable market based inputs or unobservable inputs that are corroborated by market data

Level 3 - Includes significant inputs to the valuation methodology that are unobservable and may include assumptions about market participant assumptions.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for instruments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy:

MUTUAL FUNDS

Mutual funds are classified in Level 1 of the hierarchy as fair value is based on quoted prices in active markets for identical securities.

INTEREST BEARING CASH (Money Market Fund)

Interest bearing cash is classified in Level 1. Funds are invested in Federated US Treasury cash reserves Institutional Shares.

The following table presents the financial instruments carried at fair value as of December 31, 2023, by the TOPIC ASC 820 valuation hierarchy, as described above.

	<u>Level 1</u>		
Mutual Funds	\$	4,522,391	
Money Market Funds		<u>283,898</u>	
Total assets at fair value	\$	<u>4,806,289</u>	

	<u>Mutual</u> <u>Funds</u>	<u>Money Market</u> <u>Funds</u>	<u>Total</u>
Balance, beginning of year	\$ 4,273,020	\$ 996,919	\$ 5,269,939
Contributions	277,025	36,848	313,873
Transfers in/(out) - net	91,437	(69,095)	22,342
Conversions and rollovers	7,950	20,222	28,172
Investment income	164,350	14,514	178,864
Administrative fees	(22,834)	(1,573)	(24,407)
Gains(losses)	590,235	1,223	591,458
Benefit payments	(858,792)	(715,160)	(1,573,952)
Balance, end of year	<u>\$ 4,522,391</u>	<u>\$ 283,898</u>	<u>\$ 4,806,289</u>

Interest Income

Interest income is recorded as earned.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

Various administrative costs, principally accounting and administrative fees, are paid directly by the Company. Other administrative expenses and investment advisory fees are paid by the Plan.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE B - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Participant Loans

Participant loans are recorded on the accrual basis, inclusive of accrued interest. Interest income from participant loans is recorded when accrued. No provision for uncollectible loans is recorded, as management records defaulted amounts as deemed uncollectible.

Balance at December 31, 2022	\$	69,613
New loans		30,913
Deemed Distributions		-
Principal payments		(53,255)
Balance at December 31, 2023	\$	<u>47,271</u>

Risks and Uncertainties

The Plan provides for various investment options in any combination of a variety of mutual funds. Investments in mutual funds are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain mutual funds and the level of uncertainty related to changes in the value of mutual funds, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statements of changes in net assets available for benefits.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Restatement

The 2022 Financial statements are restated to include plan receivables of \$12,018, per generally accepted accounting principles (GAAP) in the United States of America regulations.

NOTE C - INVESTMENTS CONCENTRATION OF RISK

Plan assets are currently held in participant separate accounts through MidAtlantic Trust Corp, the current custodian.

The total fair market value of individual assets investment that represent 5% or more of the Plan's net assets as of December 31 are as follows:

	*	<u>2023</u>	<u>2022</u>
Federated US Treasury	16%	\$ 776,113	\$ 668,015
Vanguard Target Ret Inc Fund	12%	590,812	913,722
Vanguard Target 2025	11%	527,117	421,510
Vanguard 500 Index	11%	523,043	595,247
Vanguard Target 2035	10%	464,934	350,786
American Funds The Growth Fnd	6%	283,899	996,920

* percentage of plan assets

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE C- INVESTMENTS (Continued)

During 2023 and 2022, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) increased(decreased) in value by \$(485,992) and \$(1,664,088) respectively.

A participant may direct contributions to any investment available through Paychex Corp. and MidAtlantic Trust Co. All investments are self directed.

NOTE D - INCOME TAX STATUS

The Internal Revenue Service has determined and informed Paychex Corporation by letter dated August 31, 2020, that their plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Company has adopted the Paychex Inc. Plan and believes the plan to be in compliance with all IRS regulations.

NOTE E - 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.

NOTE F - RECONCILIATION OF FINANCIAL STATEMENTS

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

Net assets available for benefits - per 5500 Schedule H	\$	<u>4,853,560</u>
Less: Contributions Receivable	\$	<u>18,985</u>
Net assets available for benefits - per financial statement	\$	<u><u>4,872,545</u></u>

Note: Form 5500 was prepared by the Plan Administrator. We did not perform audit procedures beyond verifying the above reconciliation to the financial statements.

NOTE G - UNAUDITED INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Investments	\$ 4,806,289	\$ 5,269,939
Employee loans	47,271	69,613
Dividends and interest	175,329	161,851
Investment gains(losses)	591,458	(1,170,275)
Loan interest income	3,535	2,490

NOTE H - SUBSEQUENT EVENTS

The Plan administrator has evaluated events subsequent to the issuance of these financial statements on September 24, 2024 and determined that the excess contributions have all been self corrected under acceptable Revenue Ruling Procedures, to include reclassifying certain excess contributions as "catch up" contributions per DOL and IRS guidelines.

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023

NOTE J - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Name of parties in interest and description of relationship:

Plan Sponsor	Q4 DESIGNS LLC
Multi Employer Participants with common ownership	
Q4 Designs LLC	42-2432178
PRG Nouveau LLC	81-1365234
Taylor Fashion LLC	45-4789982
China-TEX	82-4086345
Service Providers	Paychex Corporation
	Mid Atlantic Trust
Trustee	Mid Atlantic Trust
Limited Trustee	Frank Brovender
Plan Administrator	Frank Brovender
Attorney	NA
Independent Qualified CPA	Doane CPA Firm LLC

Significant Related Party Transactions:	Amount
<u>Description</u>	<u>Paid</u>
The Board of Directors for Q4 DESIGNS LLC has elected to pay administrative audit fees for the Plan from company funds, as Plan Sponsors	
Firm Paid: Doane CPA Firm LLC	<u>\$5,000</u>
Paychex Inc. Recordkeeping	<u>\$12,077</u>
B. Riley Wealth Advisors, Inc.	<u>\$5,480</u>
National Asset Mgmt	<u>\$5,145</u>

SUPPLEMENTARY INFORMATION

Q4 DESIGNS LLC
401(k) PROFIT SHARING PLAN & TRUST

EIN 45-2432178

SCHEDULE OF EXCESS
CONTRIBUTIONS FOR THE YEAR ENDED DECEMBER 31, 2022

YEAR	EXCESS CONTRIBUTIONS	NOT CORRECTED	SELF CORRECTED	CATCH-UP and/or RECLASS	FULLY CORRECTED IRS REV PROC	IRS FORM 5300 EPCF PENALTY
2022	\$ 2,473		\$ 2,473		\$ 2,473	\$ -
2023	\$ 22,277		\$ 15,606	\$ 6,671	\$ 22,277	\$ -
TOTAL	\$ 24,750		<u>\$ 18,079</u>	<u>\$ 6,671</u>	<u>\$ 24,750</u>	\$ -

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

Q4 DESIGNS LLC
401(K) PROFIT SHARING PLAN & TRUST

EIN 45-2432178
Plan #: 001
Schedule H, Line 4i

SCHEDULE 1 - ASSETS HELD AT END OF YEAR
DECEMBER 31, 2023 AND 2022

(a)	(b) <u>Identity of Issue</u>	(c) <u>Description of Investment</u>	(d) <u>**</u>	(e) <u>Current Value</u>	
				<u>2023</u>	<u>2022</u>
	Vanguard	Vanguard Target 2025	\$	776,113	\$ 668,015
	Vanguard	Vanguard Target Ret Inc Fund		590,812	913,722
	Vanguard	Vanguard Target 2035		527,117	421,510
	Vanguard	Vanguard 500 Index		523,043	595,247
	American	American Funds The Growth Fnd Class R-6		464,934	350,786
	Federated	Federated US Treasury		283,899	996,920
	Vanguard	Vanguard Target 2045		189,768	141,018
	Janus	Janus Henderson Venture Fund Class N		167,888	142,082
	Vanguard	Vanguard Target 2040		154,704	105,696
	American	American Beacon Sm Cap Val Fund Inst		152,558	126,950
	Vanguard	Vanguard Target 2030		130,266	107,778
	TIAA	TIAA CREF Lg Cap Grth Indx Fd		114,372	2,522
	Vanguard	Vanguard Target 2020		87,780	65,814
	Vanguard	Vanguard Target 2055		87,276	71,128
	Blackrock	Blackrock Technology Opportunities Fund Cl A		86,832	109,731
	Principal	Principal MidCap S&P400		81,231	38,884
	DFA	DFA Intl Sustainability		77,247	57,861
	Vanguard	Vanguard Strategic Sm Cap Eq Fnd Investor Sh		54,113	27,637
	Vanguard	Vanguard Equity Income Fund Admiral Shares		52,621	7,517
	JPMorgan	JPMorgan Core Plus Bd Fd Cass R6		51,740	43,720
	Federated	Federal Ins High Yield Bd Fnd		47,507	47,094
*	Participants	Participant Loans at interest rates from 5.25% - 8%		47,271	69,613
	MFS	MFS Mid Cap Valu R6'		30,346	34,487
	Vanguard	Vanguard Target 2050		25,921	148,843
	DFA	DFA Emerging Markets SM Cap Pt		21,687	16,472
	American	American Funds New Perspective Class R6		13,114	15,532
	American	American Funds American Balanced		11,590	12,757
	Vanguard	Vanguard Target 2060		1,810	216
	Total		\$	<u>4,853,560</u>	<u>\$ 5,339,552</u>

** Column (d) has not been presented as this information is not required for participant directed plans.

* Party in interest transactions

See independent accountant's report and notes to financial statements.

Q4 DESIGNS LLC
401(k) PROFIT SHARING PLAN & TRUST
FOR THE YEAR ENDED DECEMBER 31, 2023

Schedule of > 5% Reportable Transactions

Schedule H, Line 4j
EIN 45-2432178

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Trans	(g) Cost of Asset	(h) Current Value on Trans Date	(i) Net gain or loss
US Treas	Federated Hermes U.S. Treasury Cash Reserves Fund	636,388	-	N/A	-	-	-	-
Vanguard	Vanguard Target Retirement Income Fund	9,948	398,065	N/A	-	382,247	-	15,818
Vanguard	Vanguard 500 Index Fund Admiral Shares	170,526	363,330	N/A	-	336,816		26,514

See independent accountant's report and notes to financial statements.