# 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**

## Part I Annual Report Identification Information

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

**A** This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

**D** Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

**E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ [ ]

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
BRILLIANT CORNERS RETIREMENT PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2011

**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)
BRILLANT CORNERS

854 FOLSOM STREET
SAN FRANCISCO, CA 94107

**2b** Employer Identification Number (EIN)
56-2379862

**2c** Plan Sponsor's telephone number
415-618-0012

**2d** Business code (see instructions)
624200

**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. | 10/15/2024 | WILLIAM PICKEL |
| | **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 [X] Same as Plan Sponsor

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:

**a** Sponsor's name

**4b** EIN

**c** Plan Name

**4d** PN

| | | | |
|---|---|---|---|
| **5** | Total number of participants at the beginning of the plan year | **5** | 670 |
| **6** | Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**). | | |
| **a(1)** | Total number of active participants at the beginning of the plan year | **6a(1)** | 476 |
| **a(2)** | Total number of active participants at the end of the plan year | **6a(2)** | 470 |
| **b** | Retired or separated participants receiving benefits | **6b** | 27 |
| **c** | Other retired or separated participants entitled to future benefits | **6c** | 156 |
| **d** | Subtotal. Add lines **6a(2)**, **6b**, and **6c**. | **6d** | 653 |
| **e** | Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** | Total. Add lines **6d** and **6e**. | **6f** | 653 |
| **g(1)** | Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) | **6g(1)** | 569 |
| **g(2)** | Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g(2)** | 578 |
| **h** | Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | **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 2T 3D

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

**9a** Plan funding arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

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

**a Pension Schedules**

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

**b General Schedules**

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

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

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

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

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

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

Receipt Confirmation Code_____

# SCHEDULE A
## (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

# Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

**2023**

**This Form is Open to Public Inspection**

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

**A** Name of plan
BRILLIANT CORNERS RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BRILLANT CORNERS

**D** Employer Identification Number (EIN)
56-2379862

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

**1** Coverage Information:

**(a)** Name of insurance carrier
NATIONWIDE LIFE INSURANCE CO

| **(b)** EIN | **(c)** NAIC code | **(d)** Contract or identification number | **(e)** Approximate number of persons covered at end of policy or contract year | Policy or contract year | |
|---|---|---|---|---|---|
| | | | | **(f)** From | **(g)** To |
| 31-4156830 | 66869 | | | 01/01/2023 | 12/31/2023 |

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

| **(a)** Total amount of commissions paid | **(b)** Total amount of fees paid |
|---|---|
| | |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part II Investment and Annuity Contract Information

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

| | | | |
|---|---|---|---|
| 4 | Current value of plan's interest under this contract in the general account at year end | 4 | 79483 |
| 5 | Current value of plan's interest under this contract in separate accounts at year end | 5 | 12777587 |

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

| | | | |
|---|---|---|---|
| b | Premiums paid to carrier | 6b | |
| c | Premiums due but unpaid at the end of the year | 6c | |
| d | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶ | 6d | |

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶ GIC

| | | | | | |
|---|---|---|---|---|---|
| b | Balance at the end of the previous year | | | 7b | 71791 |
| c | Additions: (1) Contributions deposited during the year | 7c(1) | 9767 | | |
| | (2) Dividends and credits | 7c(2) | | | |
| | (3) Interest credited during the year | 7c(3) | 1128 | | |
| | (4) Transferred from separate account | 7c(4) | 83 | | |
| | (5) Other (specify below) | 7c(5) | 882 | | |
| | ▶ LOAN REPAY | | | | |
| | (6) Total additions | | | 7c(6) | 11860 |
| d | Total of balance and additions (add lines **7b** and **7c(6)**) | | | 7d | 83651 |
| e | Deductions: | | | | |
| | (1) Disbursed from fund to pay benefits or purchase annuities during year | 7e(1) | 1320 | | |
| | (2) Administration charge made by carrier | 7e(2) | 142 | | |
| | (3) Transferred to separate account | 7e(3) | 472 | | |
| | (4) Other (specify below) | 7e(4) | 2654 | | |
| | ▶ | | | | |
| | (5) Total deductions | | | 7e(5) | 4588 |
| f | Balance at the end of the current year (subtract line **7e(5)** from line **7d**) | | | 7f | 79063 |

## Part III Welfare Benefit Contract Information

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

**8** Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs.

## Part IV Provision of Information

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

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

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

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BRILLANT CORNERS

**D** Employer Identification Number (EIN)
56-2379862

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

NATIONWIDE
ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

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

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

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

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

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

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

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

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

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

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

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

**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)

NATIONWIDE

31-4156830

| (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 | INVESTMENT ADVISOR | 83108 | Yes [X] No [ ] | Yes [ ] No [X] | 11089 | Yes [ ] No [X] |

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

PPA/TPA

1360 MISSION ST.
SUITE 300
SAN FRANCISCO, CA 94103

| (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 | INVESTMENT ADVISOR | 19595 | Yes [X] No [ ] | Yes [ ] No [X] | 4150 | Yes [ ] No [ ] |

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

LINCOLN FINANCIAL ADVISORS

| (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 | INVESTMENT ADVISOR | | Yes [X] No [ ] | Yes [ ] No [X] | 45230 | Yes [ ] No [X] |

**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)

BRINKER CAPITAL INVESTMENTS

13-4109249

| (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 | INVESTMENT ADVISORY | 27671 | Yes [ ] No [X] | Yes [ ] No [X] | | Yes [ ] No [X] |

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

ACTIVE CORE-PASSIVE THROUGH

26-2409128

| (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 | INVESTMENT ADVISOR | 19595 | Yes [ ] No [X] | Yes [ ] No [X] | | Yes [ ] No [X] |

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

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

**Part I Service Provider Information (continued)**

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

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| NATIONWIDE | 26 | 15785 |

| **(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. |
|---|---|
| NATIONWIDE | ADVISORY/SERVICE PROVIDER FEE |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| LINCOLN FINANCIAL ADIVISORS | 26 | 45230 |

| **(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. |
|---|---|
| NATIONWIDE<br><br>31-4156830 | ADVISORY FEES |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| PPA/TPA | 26 | 4150 |

| **(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. |
|---|---|
| NATIONWIDE | ADVISORY FEES |

## 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 01/01/2023 and ending 12/31/2023

**A** Name of plan
BRILLIANT CORNERS RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BRILLANT CORNERS

**D** Employer Identification Number (EIN)
56-2379862

## 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 reported 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 | | |
| **b** Receivables (less allowance for doubtful accounts): | | | |
| **(1)** Employer contributions | 1b(1) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 109563 | 198426 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 9703266 | 12777587 |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | 71791 | 79483 |
| **(15)** Other | 1c(15) | | |

| | | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|---|
| **1d** | Employer-related investments: | | | |
| | **(1)** Employer securities | 1d(1) | | |
| | **(2)** Employer real property | 1d(2) | | |
| **e** | Buildings and other property used in plan operation | 1e | | |
| **f** | Total assets (add all amounts in lines 1a through 1e) | 1f | 9884620 | 13055496 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | | |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 9884620 | 13055496 |

## 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.

| | | | (a) Amount | (b) Total |
|---|---|---|---|---|
| | **Income** | | | |
| **a** | **Contributions:** | | | |
| | **(1)** Received or receivable in cash from: **(A)** Employers | 2a(1)(A) | 1200600 | |
| | **(B)** Participants | 2a(1)(B) | 1688085 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 194845 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 3083530 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | 2b(1)(A) | 1128 | |
| | **(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) | 9869 | |
| | **(F)** Other | 2b(1)(F) | 573 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 11570 |
| | **(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) | | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | |

| | | (a) Amount | (b) Total |
|---|---|---|---|
| **(6)** Net investment gain (loss) from common/collective trusts | 2b(6) | | |
| **(7)** Net investment gain (loss) from pooled separate accounts | 2b(7) | | |
| **(8)** Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| **(9)** Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| **(10)** Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | 1785425 |
| **c** Other income | 2c | | |
| **d** Total income. Add all **income** amounts in column (b) and enter total | 2d | | 4880525 |
| **Expenses** | | | |
| **e** Benefit payment and payments to provide benefits: | | | |
| **(1)** Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 1572269 | |
| **(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) | | 1572269 |
| **f** Corrective distributions (see instructions) | 2f | | |
| **g** Certain deemed distributions of participant loans (see instructions) | 2g | | |
| **h** Interest expense | 2h | | |
| **i** Administrative expenses: | | | |
| **(1)** Salaries and allowances | 2i(1) | | |
| **(2)** Contract administrator fees | 2i(2) | | |
| **(3)** Recordkeeping fees | 2i(3) | 137380 | |
| **(4)** IQPA audit fees | 2i(4) | | |
| **(5)** Investment advisory and investment management fees | 2i(5) | | |
| **(6)** Bank or trust company trustee/custodial fees | 2i(6) | | |
| **(7)** Actuarial fees | 2i(7) | | |
| **(8)** Legal fees | 2i(8) | | |
| **(9)** Valuation/appraisal fees | 2i(9) | | |
| **(10)** Other trustee fees and expenses | 2i(10) | | |
| **(11)** Other expenses | 2i(11) | | |
| **(12)** Total administrative expenses. Add lines **2i(1)** through **(11)** | 2i(12) | | 137380 |
| **j** Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1709649 |
| **Net Income and Reconciliation** | | | |
| **k** Net income (loss). Subtract line **2j** from line **2d** | 2k | | 3170876 |
| **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)** [X] Unmodified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

**(1)** [X] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [ ] neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

**(1)** Name: PEROTTI & CARRADE, CPAS **(2)** EIN: 68-0095377

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

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

## Part IV Compliance Questions

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

During the plan year:

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

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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

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

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

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

# SCHEDULE R (Form 5500)

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.**

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

**A** Name of plan
BRILLIANT CORNERS RETIREMENT PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
BRILLANT CORNERS

**D** Employer Identification Number (EIN)
56-2379862

## 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): 31-4156830

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

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

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

| | | |
|---|---|---|
| **a** The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) | **14a** | |
| **b** The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) | **14b** | |
| **c** The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) | **14c** | |

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

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

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

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

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

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

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

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

**a** Enter the percentage of plan assets held as:

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation._____

## Part VII IRS Compliance Questions

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

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

☒ Design-based safe harbor method

☐ "Prior year" ADP test

☐ "Current year" ADP test

☐ N/A

**22** If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 03 / 31 / 2017 (MM/DD/YYYY) and the Opinion Letter serial number J500778A .

# BRILLIANT CORNERS RETIREMENT PLAN

## FINANCIAL STATEMENTS

## DECEMBER 31, 2023 AND 2022



**BRILLIANT CORNERS RETIREMENT PLAN**

**TABLE OF CONTENTS**


| | **Page** |
|---|---|
| Independent Auditor's Reports | 1-4 |
| Statements of Net Assets Available for Benefits – Modified Cash Basis | 5 |
| Statement of Changes in Net Assets Available for Benefits – Modified Cash Basis | 6 |
| Notes to Financial Statements | 7-13 |
| Supplemental Schedule of Assets (Held at End of Year) – Modified Cash Basis | 14-15 |

P&C
PEROTTI & CARRADE
Certified Public Accountants

# INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Participants of the
Brilliant Corners Retirement Plan

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

We have performed audits of the accompanying financial statements of Brilliant Corners Retirement Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits – modified cash basis as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits – modified cash basis for the year ended December 31, 2023, and the related notes to the financial statements.

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

Management has obtained certifications from qualified institutions as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

**Opinion**

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

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with the modified cash basis of accounting.

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

**Basis for Opinion**

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

**Basis of Accounting**

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

**Responsibilities of Management for the Financial Statements**

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

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

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

**Auditor's Responsibilities for the Audit of the Financial Statements**

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial

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

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

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

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

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

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

**Supplemental Schedule Required by ERISA**

The supplemental schedule is presented for purposes of additional analysis and is not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying

accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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

October 10, 2024

Perotti & Canada

**BRILLIANT CORNERS RETIREMENT PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS**

**DECEMBER 31, 2023 AND 2022**

| | 2023 | 2022 |
|---|---|---|
| **ASSETS** | | |
| **Investments** | | |
| Mutual funds, at fair value | $ 12,777,587 | $ 9,703,267 |
| Fixed account, at fair value | 79,483 | 71,791 |
| **Notes Receivable From Participants** | 198,426 | 109,563 |
| **Net Assets Available for Benefits** | $ 13,055,496 | $ 9,884,621 |

See accompanying notes to financial statements.

**BRILLIANT CORNERS RETIREMENT PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS**

**FOR THE YEAR ENDED DECEMBER 31, 2023**

| | | |
|---|---|---|
| **ADDITIONS** | | |
| Contributions: | | |
| Employer | $ | 1,200,600 |
| Participants | | 1,688,085 |
| Rollovers | | 194,845 |
| Total contributions | | 3,083,530 |
| Investment income: Net appreciation in fair value of investments | | 1,786,674 |
| Interest income on participant loans and other interest income | | 9,869 |
| Total additions | | 4,880,073 |
| **DEDUCTIONS** | | |
| Plan benefits paid to participants | | 1,571,818 |
| Administrative expenses | | 137,380 |
| Total deductions | | 1,709,198 |
| **Net Increase** | | 3,170,875 |
| **NET ASSETS AVAILABLE FOR BENEFITS** | | |
| **Beginning of Year** | | 9,884,621 |
| **End of Year** | $ | 13,055,496 |

See accompanying notes to financial statements.

## 1. DESCRIPTION OF THE PLAN

The following description of Brilliant Corners' (the "Organization") Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

**General –** The Organization established a defined contribution 403(b) plan on January 1, 2011 to provide employees with a systematic means of saving and investing for the future. All permissible employees of the Organization, as defined in accordance with the universal availability standards, are eligible to enroll on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan's eligibility requirement permits all employees who normally work 20 hours or more per week to participate in the Plan.

**Contributions –** Participants may elect to defer (on a pre-tax or after-tax basis) a percentage or a dollar amount of their compensation each year. The employee contributions are subject to the Internal Revenue Service ("IRS") regulation limitations. Plan participants over age 50 are eligible to make catch-up contributions, subject to IRS limitations. Special Internal Revenue Code Section 403(b) catch-up contributions are not permitted. Contributions made by highly compensated individuals are subject to certain limitations which essentially require them to be proportional to other participants. The amount by which a participant's contribution exceeds the required limit may be refunded to the participant in the succeeding year. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollover).

The Organization provides a safe-harbor matching contribution up to 100% of an employee's first 5% of eligible wages. The Organization may elect to make a discretionary profit-sharing contribution to the Plan. Matching contributions are funded bi-weekly. The participants direct the investment of their share of the employer contributions as well as the participant's contributions. For the year ended December 31, 2023, the Organization made safe-harbor matching contributions totaling $1,200,600. The Organization made no discretionary profit-sharing contributions to the Plan for the year ended December 31, 2023.

**Participant Accounts –** Each participant's account is credited with the participant's contributions, the Organization's matching and discretionary contributions, and plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined by the provisions of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

## 1. DESCRIPTION OF THE PLAN (continued)

**Vesting –** Participants are vested immediately in their contributions and any safe-harbor employer matching contributions plus actual earnings thereon. Participants are fully vested in the Organization's discretionary profit-sharing contributions after one year of employment.

**Notes receivable from participants -** Participants may borrow from their accounts a minimum of $1,000 and up to the lesser of $50,000 or 50% of the respective vested account balance. For loans taken during 2020, participants may borrow from their accounts a minimum of $1,000 and up to the lesser of $100,000 or 100% of the respective vested account balance. A participant may have only one loan outstanding at a time. Loan terms range from one to five years; however, terms may exceed five years for the purchase of a primary residence. The loans are secured by the balance in the participant's account and bear interest at 2% above the prime rate, as defined. Loans are repaid through after-tax payroll deductions in equal bi-weekly installments. The loans currently outstanding bear interest at a rate ranging from 5.25% to 10.50% per year.

**Payment of Benefits –** Distributions under the Plan may be made generally in lump-sums or once annually depending on whether the distribution was an in-service request or termination of service is due to death, disability, retirement or for other reasons.

**Forfeited Accounts** – Forfeitures are created when participants terminate employment before becoming entitled to their full benefits under the Plan. In accordance with the provisions of the Plan, any forfeitures created will be used to reduce future employer contributions to the Plan or pay administrative expenses. There were no forfeited non-vested accounts under the Plan as of December 31, 2023 and 2022.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** – The accompanying financial statements have been prepared using the modified cash basis, which is a comprehensive basis of accounting other than generally accepted accounting principles. Accordingly, income is recorded when received rather than when earned, and distributions and expenses are recorded when paid rather than when the obligation is incurred.

**Investments at Fair Value** – Investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fixed account is recorded at fair value which is based on its contract value.

Sales and purchases of investments are recorded on a settlement date basis, and interest and dividend income are recorded when received. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

**Notes Receivable from Participants -** Notes receivable from participants are measured at their unpaid balance. Interest income is recorded when received. Related fees are recorded as administrative expenses and are expensed when paid. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

**Payment of Benefits** – Benefits are recorded when paid.

**Administrative Expenses** – The Organization pays certain expenses associated with the administration of the Plan, including audit fees and costs of communication with participants. Expenses that are paid by the Organization are excluded from these financial statements. Cost for processing participant distributions are charged to the individual participant originating the transaction. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment advisory fees are included in administrative expenses. Other investment fees, which may vary according to the individual funds selected, are included in net appreciation in fair value of investments.

**Use of Estimates** - The preparation of financial statements in accordance with the modified cash basis of accounting requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

## 3. CERTIFIED INVESTMENTS

Certain information related to investments disclosed in the accompanying financial statements and the supplemental schedule, including investments held as of December 31, 2023 and 2022 and the net appreciation in the fair value of investments for the year ended December 31, 2023 was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Nationwide Trust Company, FSB, the custodian of the Plan.

## 4. INVESTMENTS AT FAIR VALUE

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy under the framework are described as follows:

## 4. INVESTMENTS AT FAIR VALUE (continued)

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

Level 2: Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means;

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

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds: Valued at the daily closing price as reported by the fund adjusted for any dividends and capital gains declared. Mutual funds held by the Plan are mutual funds that are registered with the SEC. These funds are required to publish their daily net asset values (NAV).

Fixed Account: The Fixed account is a fixed return investment with annual interest rate guarantees after the first period. The fair value of the Fixed account is equal to its book value less contingent deferred sales charges, if any. Deposits are guaranteed in both principal and interest by Nationwide Life Insurance Company. Amounts are held in Nationwide Life Insurance Company's general account and are credited on a net daily basis at annual effective rates. The net rate, crediting rate, and average yield was 1.68% and 1.05% for 2023 and 2022, respectively. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value without restrictions. In the event of contract discontinuance, the contract holder can request a lump sum distribution with a market value adjustment, or an installment payout, at contract value, over a period of years.

## 4. INVESTMENTS AT FAIR VALUE (continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2023 and 2022.

| **December 31, 2023** | Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| Mutual Funds | $ - | $ 12,777,587 | $ - | $ 12,777,587 |
| Fixed Account | - | - | 79,483 | 79,483 |
| | $ - | $ 12,777,587 | $ 79,483 | $ 12,857,070 |

| **December 31, 2022** | Level 1 | Level 2 | Level 3 | Fair Value |
|---|---|---|---|---|
| Mutual Funds | $ - | $ 9,703,267 | $ - | $ 9,703,267 |
| Fixed Account | - | - | 71,791 | 71,791 |
| | $ - | $ 9,703,267 | $ 71,791 | $ 9,775,058 |

Changes in the fair value of Level 3 assets include purchases (contributions, loan repayments, and earnings) of $11,666, $1,320 of participant withdrawals, $2,654 of loan withdrawals, and no net transfers out to other funds for the year ended December 31, 2023.

## 5. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan has various agreements with custodians, administrators, investment advisors and other service providers to the Plan (see Note 3). Such parties are parties-in-interest under the ERISA. Some fees incurred by the plan for investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing and other indirect methods rather than a direct payment.

The following summarizes the expenses paid by the plan for the year ended December 31, 2023:

| Vendor | Service provided | Amount |
|---|---|---|
| Nationwide | Custodial | $ 83,108 |
| Brink Capital | Investment advisory | 27,671 |
| Plan Design Consultants, Inc. | Plan administration | 19,596 |
| Active Core | Advisory services | 5,838 |
| Nationwide Life Insurance | Investment advisory | 1,167 |
| | | $ 137,380 |

## 6. PLAN TAX STATUS AND TERMINATION

The Plan has been designed to qualify under Section 403(b) of the Internal Revenue Code (Code). The terms of the Plan have been prepared to conform with the sample language provided by the Internal Revenue Service (IRS) in Revenue Procedure 2007-71. The Plan is required to operate in conformity with the Code to maintain the tax-exempt status for plan participants under Section 403(b). The Plan obtained its latest opinion letter on March 31, 2017, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Plan management believes the plan is currently designed and operating in accordance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date.

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

Accounting standards require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The administrator has concluded that there are no uncertain positions taken or expected to be taken as of December 31, 2023 that would require disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2020.

## 7. RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The net assets available for benefits, employee contributions, employer contributions, and distributions reflected in the financial statements for the year ended December 31, 2023 agrees to the amounts reported on Schedule H of Form 5500 with minor rounding differences.

## 8. RISKS AND UNCERTAINTIES

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

## 9. SUBSEQUENT EVENTS

Management of the Plan has evaluated subsequent events and transactions subsequent to December 31, 2023, for potential recognition or disclosure in the financial statements. Subsequent events have been evaluated through October 10, 2024, the date the financial statements were available to be issued.

**BRILLIANT CORNERS RETIREMENT PLAN**

**EIN 56-2379862; PLAN NUMBER 1**

**SCHEDULE H, LINE 4i**
**SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR) - MODIFIED CASH BASIS**
**DECEMBER 31, 2023**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|---|---|---|
| | American Century | AmCent Focs Dynmc | $ 17,294 |
| | American Funds | AmFds 2050 TrgtDtRtrmt R6 | 72,017 |
| | American Funds | AmFds 2055 TrgtDtRtrmt R6 | 30,771 |
| | American Funds | AmFds 2060 TrgtDtRtrmt R6 | 10,452 |
| | American Funds | AmFds Am Hi Inc Tr R6 | 8 |
| | American Funds | AmFds New Wld R6 | 12,189 |
| | AQR Funds | AQR Eq Mkt Nutrl I | 94,338 |
| | Artisan Funds | Artisan Intl Val Inst | 20,203 |
| | Baird Funds | Baird Cor Pls Bd Inst | 49,099 |
| | Blackrock | BlkRk 80/20 TrgtAlloc Inst | 882,738 |
| | Blackrock | BlkRk Strat Inc Oppr I | 3,566 |
| | BNY Mellon | BNYMel Glbl Rtn I | 13 |
| | Bank of America | BOA-Fixed | 79,483 |
| | Brown | BrwnAdv Sustnbl Gr Inst | 15,580 |
| | Cohen & Steers Funds | CohenStrs RealEst Sec Inst | 6,755 |
| | Columbia Funds | Col Emrg Mkt Bd Inst2 | 9 |
| | Doubleline | Dbline Cor Fxd Inc I | 619,230 |
| | DFA Investment Dimensions Group Inc. | DFA Glbl RealEst Sec Inst | 20 |
| | DFA Investment Dimensions Group Inc. | DFA US SmCap Inst | 162,400 |
| | Federated Hermes, Inc. | Fed Hrms Gov Oblgtns Prmr | 338,467 |
| | Federated Hermes, Inc. | Fed Hrms Inst HiYldBd Inst | 24,099 |
| | Federated Hermes, Inc. | Fed Hrms ShIntdTlRtBd Inst | 139,181 |
| | Fidelity Investments | Fid US Bd Indx | 196 |
| | Fidelity Investments | Fid 500 Indx | 353,206 |
| | Fidelity Investments | Fid Infl Prtct Bd Indx | 7,444 |
| | Goldman Sachs Trust | GdmnScs InSmCpInsight | 3,609 |
| | JPMorgan | JPM Eq Inc R5 | 305,012 |
| | JPMorgan | JPM LgCap Gr R6 | 68,669 |
| | Legg Mason Partners Equity Trust | LeggM ClrBrdg LgCap Gr I | 40,953 |
| | Metropolitan West Asset Management | MetWest Ultra Shrt Bd I | 261,416 |
| * | Nationwide | NW Geneva SmCapGr Inst Svc | 230,164 |
| * | Nationwide | NW Inv Dest Aggr R6 | 23,309 |
| | PIMCO | PIMCO Intl BdUSDlrHdgInst | 4,074 |
| | PIMCO | PIMCOComdyRealRtn StratInst | 58 |
| | Principal | Principal Md Cap R6 | 14,119 |
| | Putnam | Ptnm LgCap Gr Y | 323,020 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2020 Inst | 7,807 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2010 Inst | 25,574 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2015 Inst | 12,128 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2025 Inst | 42,274 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2030 Inst | 66,231 |

**BRILLIANT CORNERS RETIREMENT PLAN**

**EIN 56-2379862; PLAN NUMBER 1**

**SCHEDULE H, LINE 4i**
**SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR) -**
**MODIFIED CASH BASIS, CONTINUED**
**DECEMBER 31, 2023**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|---|---|---|
| | **Mutual Funds** | | |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2035 Inst | 191,404 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2040 Inst | 540,981 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2045 Inst | 1,077,409 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2050 Inst | 704,959 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2055 Inst | 1,424,295 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2060 Inst | 1,074,232 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2065 Inst | 159,099 |
| | TIAA-CREF Funds | TIAACRF SocChoice Eq Inst | 44,750 |
| | TIAA-CREF Funds | TIAACRF LfCycInd Rt Inc | 569 |
| | Victory Funds | Vic Syc Estblshd Val I | 167,676 |
| | Vanguard | Vngrd 500 Index Fd AS | 17,198 |
| | Vanguard | Vngrd Bal Indx Adml | 390,295 |
| | Vanguard | Vngrd Comdty Strat Adml | 86,625 |
| | Vanguard | Vngrd Divd Gr Inv | 255,635 |
| | Vanguard | Vngrd Emrg Mkt StkIndxAdml | 188,380 |
| | Vanguard | Vngrd GNMA Adml | 8,913 |
| | Vanguard | Vngrd Gr Indx Adml | 20,694 |
| | Vanguard | Vngrd Infl Prtct Sec Adml | 19,383 |
| | Vanguard | Vngrd Intl Gr Adml | 178,252 |
| | Vanguard | Vngrd Intl Val Inv | 128,791 |
| | Vanguard | Vngrd Intl Explr Inv | 286 |
| | Vanguard | Vngrd MdCap Gr Indx Adml | 8,833 |
| | Vanguard | Vngrd Mid-Cap Idx Fd AS | 3,172 |
| | Vanguard | Vngrd SmCap Gr Indx Adml | 5,769 |
| | Vanguard | Vngrd ST Invmt Grd Adml | 54 |
| | Vanguard | Vngrd STInflPrtSecInd | 39,086 |
| | Vanguard | Vngrd Ttl Bnd Mkt ldx Adm | 76,769 |
| | Vanguard | Vngrd Ttl IntlStkIndx Adml | 589,893 |
| | Vanguard | Vngrd Ttl StMkt Indx Fd AS | 686,041 |
| | Vanguard | Vngrd Val Indx Adml | 327,755 |
| | Vanguard | Vngrd Wlsly Inc Adml | 72,697 |
| | | **Total Investments** | 12,857,070 |
| * | Participant Loans | Interest rate, ranging from 5.25%-10.50% | 198,426 |
| | | **Plan Assets - Schedule H, Line 4i** | $ 13,055,496 |

(a) * Indicates Parties of Interest

Note: As permitted under the reporting requirements of individual account plans, column (d), Cost, has been omitted from the schedule above.

**BRILLIANT CORNERS RETIREMENT PLAN**

**EIN 56-2379862; PLAN NUMBER 1**

**SCHEDULE H, LINE 4i**
**SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR) - MODIFIED CASH BASIS**
**DECEMBER 31, 2023**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|---|---|---|
| | American Century | AmCent Focs Dynmc | $ 17,294 |
| | American Funds | AmFds 2050 TrgtDtRtrmt R6 | 72,017 |
| | American Funds | AmFds 2055 TrgtDtRtrmt R6 | 30,771 |
| | American Funds | AmFds 2060 TrgtDtRtrmt R6 | 10,452 |
| | American Funds | AmFds Am Hi Inc Tr R6 | 8 |
| | American Funds | AmFds New Wld R6 | 12,189 |
| | AQR Funds | AQR Eq Mkt Nutrl I | 94,338 |
| | Artisan Funds | Artisan Intl Val Inst | 20,203 |
| | Baird Funds | Baird Cor Pls Bd Inst | 49,099 |
| | Blackrock | BlkRk 80/20 TrgtAlloc Inst | 882,738 |
| | Blackrock | BlkRk Strat Inc Oppr I | 3,566 |
| | BNY Mellon | BNYMel Glbl Rtn I | 13 |
| | Bank of America | BOA-Fixed | 79,483 |
| | Brown | BrwnAdv Sustnbl Gr Inst | 15,580 |
| | Cohen & Steers Funds | CohenStrs RealEst Sec Inst | 6,755 |
| | Columbia Funds | Col Emrg Mkt Bd Inst2 | 9 |
| | Doubleline | Dbline Cor Fxd Inc I | 619,230 |
| | DFA Investment Dimensions Group Inc. | DFA Glbl RealEst Sec Inst | 20 |
| | DFA Investment Dimensions Group Inc. | DFA US SmCap Inst | 162,400 |
| | Federated Hermes, Inc. | Fed Hrms Gov Oblgtns Prmr | 338,467 |
| | Federated Hermes, Inc. | Fed Hrms Inst HiYldBd Inst | 24,099 |
| | Federated Hermes, Inc. | Fed Hrms ShIntdTlRtBd Inst | 139,181 |
| | Fidelity Investments | Fid US Bd Indx | 196 |
| | Fidelity Investments | Fid 500 Indx | 353,206 |
| | Fidelity Investments | Fid Infl Prtct Bd Indx | 7,444 |
| | Goldman Sachs Trust | GdmnScs InSmCpInsight | 3,609 |
| | JPMorgan | JPM Eq Inc R5 | 305,012 |
| | JPMorgan | JPM LgCap Gr R6 | 68,669 |
| | Legg Mason Partners Equity Trust | LeggM ClrBrdg LgCap Gr I | 40,953 |
| | Metropolitan West Asset Management | MetWest Ultra Shrt Bd I | 261,416 |
| * | Nationwide | NW Geneva SmCapGr Inst Svc | 230,164 |
| * | Nationwide | NW Inv Dest Aggr R6 | 23,309 |
| | PIMCO | PIMCO Intl BdUSDlrHdgInst | 4,074 |
| | PIMCO | PIMCOComdyRealRtn StratInst | 58 |
| | Principal | Principal Md Cap R6 | 14,119 |
| | Putnam | Ptnm LgCap Gr Y | 323,020 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2020 Inst | 7,807 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2010 Inst | 25,574 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2015 Inst | 12,128 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2025 Inst | 42,274 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2030 Inst | 66,231 |

**BRILLIANT CORNERS RETIREMENT PLAN**

**EIN 56-2379862; PLAN NUMBER 1**

**SCHEDULE H, LINE 4i**
**SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR) -**
**MODIFIED CASH BASIS, CONTINUED**
**DECEMBER 31, 2023**

| (a) | (b) Identity of Issue, Borrower, Lessor or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value | (e) Current Value |
|---|---|---|---|
| | **Mutual Funds** | | |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2035 Inst | 191,404 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2040 Inst | 540,981 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2045 Inst | 1,077,409 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2050 Inst | 704,959 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2055 Inst | 1,424,295 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2060 Inst | 1,074,232 |
| | TIAA-CREF Funds | TIAACRF LfCycInd 2065 Inst | 159,099 |
| | TIAA-CREF Funds | TIAACRF SocChoice Eq Inst | 44,750 |
| | TIAA-CREF Funds | TIAACRF LfCycInd Rt Inc | 569 |
| | Victory Funds | Vic Syc Estblshd Val I | 167,676 |
| | Vanguard | Vngrd 500 Index Fd AS | 17,198 |
| | Vanguard | Vngrd Bal Indx Adml | 390,295 |
| | Vanguard | Vngrd Comdty Strat Adml | 86,625 |
| | Vanguard | Vngrd Divd Gr Inv | 255,635 |
| | Vanguard | Vngrd Emrg Mkt StkIndxAdml | 188,380 |
| | Vanguard | Vngrd GNMA Adml | 8,913 |
| | Vanguard | Vngrd Gr Indx Adml | 20,694 |
| | Vanguard | Vngrd Infl Prtct Sec Adml | 19,383 |
| | Vanguard | Vngrd Intl Gr Adml | 178,252 |
| | Vanguard | Vngrd Intl Val Inv | 128,791 |
| | Vanguard | Vngrd Intl Explr Inv | 286 |
| | Vanguard | Vngrd MdCap Gr Indx Adml | 8,833 |
| | Vanguard | Vngrd Mid-Cap Idx Fd AS | 3,172 |
| | Vanguard | Vngrd SmCap Gr Indx Adml | 5,769 |
| | Vanguard | Vngrd ST Invmt Grd Adml | 54 |
| | Vanguard | Vngrd STInflPrtSecInd | 39,086 |
| | Vanguard | Vngrd Ttl Bnd Mkt ldx Adm | 76,769 |
| | Vanguard | Vngrd Ttl IntlStkIndx Adml | 589,893 |
| | Vanguard | Vngrd Ttl StMkt Indx Fd AS | 686,041 |
| | Vanguard | Vngrd Val Indx Adml | 327,755 |
| | Vanguard | Vngrd Wlsly Inc Adml | 72,697 |
| | | **Total Investments** | 12,857,070 |
| * | Participant Loans | Interest rate, ranging from 5.25%-10.50% | 198,426 |
| | | **Plan Assets - Schedule H, Line 4i** | $ 13,055,496 |

(a) * Indicates Parties of Interest

Note: As permitted under the reporting requirements of individual account plans, column (d), Cost, has been omitted from the schedule above.