

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.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan BLUFOX MOBILE 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 10/01/2019
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) BLUFOX MOBILE LLC 998C OLD COUNTRY RD STE 332 PLAINVIEW, NY 11803-4917
2b	Employer Identification Number (EIN) 82-1471419
2c	Plan Sponsor's telephone number 516-595-3083
2d	Business code (see instructions) 443142

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	AVNI KUMAR-PATEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name BLUFOX MOBILE LLC c Plan Name BLUFOX MOBILE	4b EIN 82-1471419 4d PN 003
5 Total number of participants at the beginning of the plan year	5 319
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 319 6a(2) 395 6b 6c 6d 395 6e 6f 395 6g(1) 121 6g(2) 164 6h 46
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
---	---

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A Name of plan BLUFOX MOBILE 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 BLUFOX MOBILE LLC	D Employer Identification Number (EIN) 82-1471419

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
EQUITABLE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570665	62944	91691657			

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 200	(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

STONE, CFP JONATHAN 1000 WOODBURY ROAD
SUITE 300
WOODBURY, NY 11797

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
200			

(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	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	794552

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	181
--	-----------	-----

c Additions: (1) Contributions deposited during the year	7c(1)	0	
	7c(2)	0	
	7c(3)	2	
	7c(4)	0	
	7c(5)	0	

(6) Total additions	7c(6)	2
---------------------------	--------------	---

d Total of balance and additions (add lines 7b and 7c(6))	7d	183
---	-----------	-----

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year (2) Administration charge made by carrier	7e(1)	0	
	7e(2)	17	
	7e(3)	166	
	7e(4)	0	

(5) Total deductions	7e(5)	183
----------------------------	--------------	-----

f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0
---	-----------	---

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

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

A Name of plan BLUFOX MOBILE 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 BLUFOX MOBILE LLC	D Employer Identification Number (EIN) 82-1471419

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

(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)

EQUITABLE INSURANCE CO

13-5570651

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 25 28 37 59 60 62 63 67	RECORDKEEPER	14943	Yes ☐ No ☒	Yes ☐ No ☒		Yes ☐ No ☐

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

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

(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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		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 BLUFOX MOBILE 401(K) PLAN				B Three-digit plan number (PN) ▶ 003	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BLUFOX MOBILE LLC				D Employer Identification Number (EIN) 82-1471419	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: POOLED SEPARATE ACCOUNT					
b Name of sponsor of entity listed in (a): EQUITABLE					
c EIN-PN 13-5570651-065		d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 790893		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		

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

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan BLUFOX MOBILE 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 BLUFOX MOBILE LLC		
		D Employer Identification Number (EIN) 82-1471419

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		288
(2) Participant contributions	1b(2)		755
(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)		1150
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	462580	790893
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	181	
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	462761	793086
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 through 1j)	1k		
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	462761	793086

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	54387	
(B) Participants	2a(1)(B)	227871	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		282258
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	9	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9
(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)		109548
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		391815

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	33487	
(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)		33487
f Corrective distributions (see instructions)	2f		13060
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)	14943	
(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)		14943
j Total expenses. Add all expense amounts in column (b) and enter total	2j		61490

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		330325
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **CBIZ CPAS P.C.**

(2) EIN: **43-1947695**

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.)	☒	☐	1043
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

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

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

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

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

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



BluFox Mobile 401(k) Plan

**Financial Statements
and Supplemental Schedules
(Together with Independent Auditors' Report)**

December 31, 2023 and 2022

BLUFOX MOBILE 401(k) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
(Together with Independent Auditors' Report)
December 31, 2023 AND 2022

Table of Contents

	<u>Pages</u>
Independent Auditors' Report	1-3
Financial Statements:	
Statements of Net Assets Available for Benefits (As of December 31, 2023 and 2022).....	4
Statement of Changes in Net Assets Available for Benefits (For the Year Ended December 31, 2023).....	5
Notes to Financial Statements	6-13
Supplemental Schedules:	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.....	14
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15



To the Trustees and the Plan Administrator of
BluFox Mobile 401(k) Plan

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the years then ended, stating that the certified investment information, as described in Note 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 Auditors' Responsibilities for the Audit of the Financial Statements section:

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from

CBIZ CPAs P.C.
685 Third Avenue
New York, NY 10017

Phone: 212.503.8800
cbizcpas.com



material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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

¹In certain jurisdictions, CBIZ CPAs P.C. operates under its previous name, Mayer Hoffman McCann P.C.



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

Other Matter - Supplemental Schedules Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are (form and content) presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

CBIZ CPAs P.C.¹

New York, NY
October 11, 2024

¹In certain jurisdictions, CBIZ CPAs P.C. operates under its previous name, Mayer Hoffman McCann P.C.

BLUFOX MOBILE 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31,

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value:		
Pooled separate accounts	\$ 790,893	\$ 462,580
Guaranteed interest option	<u>-</u>	<u>181</u>
Total investments, at fair value	790,893	462,761
Receivables:		
Participant contributions	755	-
Employer contributions	288	-
Notes receivable from participants	<u>1,150</u>	<u>-</u>
Total receivables	<u>2,193</u>	<u>-</u>
Total assets	793,086	462,761
Liabilities:		
Excess contributions payable	<u>-</u>	<u>13,060</u>
Net Assets Available for Benefits	<u><u>\$ 793,086</u></u>	<u><u>\$ 449,701</u></u>

See accompanying notes to financial statements.

BLUFOX MOBILE 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2023

Additions to Net Assets Attributed to:

Net investment income:	
Net appreciation in fair value of investments	\$ 109,548
Interest income on notes receivable from participants	9
Net investment income	109,557
Contributions:	
Participant	227,871
Employer	54,387
Total contributions	282,258
Total additions	391,815

Deductions from Net Assets Attributed to:

Benefits paid to participants	33,487
Administrative expenses	14,943
Total deductions	48,430
Net increase	343,385

Net Assets Available for Benefits:

Beginning of year	449,701
End of year	\$ 793,086

See accompanying notes to financial statements.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF PLAN

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

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was established on October 1, 2019 for all employees of BluFox Mobile, LLC and its commonly-owned affiliates, as defined in the Plan document.

Effective January 1, 2021, the Plan was restated to comply with the requirements for Pre-Approved Plan, pursuant to Internal Revenue Service ("IRS") Revenue Procedure ("Rev. Proc.") 2017-41.

Effective January 1, 2022, the Plan was amended and restated to rename the Plan as "BluFox Mobile 401(k) Plan", and to add BluFox Mobile LLC and a group of related employers as Participating Employers (collectively, "Plan Sponsor" or "Employer"). The related employers include the entities related under common ownership and common control. In addition, Roth contributions are permitted under the Plan.

The Plan adopted the required provisions of the SECURE 2.0 Act of 2022. Plan amendments required by the Act need not be made until the end of the first plan year beginning on or after January 1, 2025; however, plans must be operated in accordance with the effective date of each new provision. Provisions that are in effect for the Plan year ended December 31, 2023 include increasing the Required Minimum Distribution age to 73 starting on January 1, 2023. Under the SECURE 2.0 Act Retirement plans may allow participants to elect to receive employer matching and nonelective contributions as Roth contributions. In addition, Plan sponsors may rely on employee certification that deemed hardship withdrawal conditions have been met.

Eligibility for Participation

An eligible employee is any employee who is not excluded from the Plan. Excluded employees are those who are collectively bargained employees (employees covered by any collective bargaining agreement between the Plan Sponsor and employee representatives), non-resident aliens with no U.S. income, and leased employees. Eligible employees can participate in the 401(k) portion of the Plan upon completing 90 days of service, as defined, and attained the minimum age of 18. The date of enrollment is the earliest date on which the participant is an eligible employee and has met all of the entry requirements. 401(k) elective deferral contributions will begin as soon as administratively feasible following entry date.

Eligibility for Contribution

- I. *Salary Deferral Contributions.* The maximum contribution for the calendar years 2023 and 2022 was limited to \$22,500 and \$20,500, respectively, plus up to \$7,500 and \$6,500 in a catch-up contribution, respectively, for participants of age 50 or over. Participants direct the investment of their contributions into various investment options offered by the Plan. At December 31, 2023 and 2022, the Plan's investments were maintained in pooled separate accounts and fixed annuity. The Plan maintains an individual account for each participant-directed investment showing the participant's interest in each fund. Each participant's share of investment income is allocated on a pro-rata basis.

Participants may also contribute amounts representing distributions from other qualified defined-benefit or contribution plans. Effective January 1, 2022, participants are permitted to make after-tax contributions ("Roth contributions").

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Eligibility for Contribution (Continued)

- II. *Employer Matching Contributions.* On behalf of each participant who is eligible to share in matching contributions for the Plan year, discretionary matching contributions are made in an amount equal to a uniform percentage of each participant's elective contributions. The exact percentage is to be determined each year by the Employer. For the Plan year ended December 31, 2023, the match is 50% of the first 3% of the employee's applicable compensation. A participant must be employed with the Employer on the last day of the Plan year and credited with at least 1,000 hours of services during the Plan year.

Participants file an online election designating the proportion in which contributions on their behalf are to be allocated among investment funds.

Participant Accounts

Each participant's account is credited with the employee-elected salary deferral contribution, Employer discretionary contributions, qualified distributions from other retirement plans, and an allocation of Plan earnings, (and charged with an allocation of administrative expenses). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their voluntary contributions plus actual earnings thereon. Participants will have a nonforfeitable right to a percentage of the Employer's matching contributions and non-elective contributions based upon the following schedule:

<u>Years of Vesting Service</u>	<u>Nonforfeitable Percentage</u>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeitures can be used to reduce Employer contributions, if any, and to reduce administrative expenses in accordance with the Plan document. An employee's vesting percentage increases to 100%, if, while employed, the employee dies or become disabled.

Forfeited Accounts

At December 31, 2023 and 2022, forfeited non-vested accounts totaled \$927 and \$0, respectively. During the year ended December 31, 2023, \$5,365 was used to reduce Employer matching contributions.

Notes Receivable from Participants

Participants may borrow from the value of the vested portion of their account, subject to the Sponsor's authorization and other provisions of the Plan. Loans may not exceed 50% of the vested account balance or \$50,000 and must be a minimum of \$1,000. The loans have terms that range from one to five years (unless the loan is used for the purchase of a primary residence, in which case the repayment period may be up to thirty years), are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants (Continued)

If a participant fails to make a payment when a loan is due under the terms of the loan, that participant will be in default. In the event of default, the loan shall become due and payable immediately and interest will continue to accrue until the entire loan balance is repaid. The Plan will take all reasonable actions to collect the balance owed on the loan. Under certain circumstances, the loan in default could be considered a distribution from the Plan and could be considered income to the participant. In any event, failure to repay a loan will reduce the benefit to which a participant would otherwise be entitled from the Plan.

Payment of Benefits

Upon retirement (age 65 is normal retirement age), death, disability or termination of employment, participants or designated beneficiaries may elect to receive the vested value of their account in a lump sum or periodic installments as described in the Plan document. In addition, the Plan provides for participant withdrawals in the event of hardships, as defined in the Plan document. The terminating participant may elect to defer distribution to a later date, up to age 73.

Investment Options

Upon enrollment in the Plan, participants may direct their contributions in any of a multitude of investment options featuring various pooled separate accounts and fixed annuity.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments in pooled separate accounts are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Administrative expenses are paid by the Plan or the Sponsor, in accordance with the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and custodian fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate.

NOTE 3 – INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN AS COMPLETE AND ACCURATE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified as complete and accurate by Equitable Life Insurance Company, the Custodian of the Plan (the "Custodian") as of December 31, 2023 and 2022, and for the year ended December 31, 2023:

	<u>2023</u>	<u>2022</u>
<u>At December 31:</u>		
Investments, at fair value	\$ 790,893	\$ 462,761
Notes receivable from participants	\$ 1,150	
<u>Year Ended December 31, 2023:</u>		
Net appreciation in fair value of investments	\$ 109,548	

Interest income on notes receivable from participants of \$9 for the year ended December 31, 2023 have also been certified by the trustee.

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurement," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

Pooled Separate Accounts:

Pooled Separate Accounts are valued at the net asset value (“NAV”) of shares of underlying investments held at year end as determined by the issuer of the fund. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Based on these facts, using NAV as a practical expedient to estimate fair value is allowed by ASC 820.

The variable investment options in which the Plan contract is invested are in a subaccount of an Equitable Separate Account or directly in an Equitable Separate Account. A Separate Account may invest in open-ended mutual funds, available to contract holders of group or individual variable annuity or insurance policies. Contract holders may, without restriction, transact at the daily Net Unit Values which represents the NAV of the underlying mutual fund less daily charges. The NAV as of December 31, 2023 represents the daily per share value of the portfolio of investments of the mutual funds, at which sufficient volumes of transactions occur.

These investments that are measured at fair value using NAV practical expedient have not been classified in the fair value hierarchy. The NAV amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Guaranteed Interest Option:

The Group Variable Annuity Contract funding the Plan provides a number of investment options, including a Guaranteed Interest Option (“GIO”). GIO is part of the Equitable general account, pays interest at guaranteed rates, and provides an investment option in which the value of the principal will not fluctuate. Although the GIO provides for a minimum guaranteed interest rate, the actual rate of interest credited during the time over which funds are invested in the GIO is declared periodically and therefore is subject to change. The fair value of the GIO is computed using a combination of the current interest rates based on remaining investment terms at the reporting date as well as the interest rate on the account. At December 31, 2022, the GIO crediting rate was 2.0%. The contract minimum interest rate is 1.00%. The Plan’s investment in the GIO contains the significant unobservable inputs, which is categorized as Level 3. The Plan did not hold the GIO at December 31, 2023.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

<u>Assets at Fair Value as of December 31, 2023</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts using NAV as a practical expedient	\$ -	\$ -	\$ -	\$ 790,893
Guaranteed interest option	-	-	-	-
Total Investments at Fair Value	\$ -	\$ -	\$ -	\$ 790,893

<u>Assets at Fair Value as of December 31, 2022</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts using NAV as a practical expedient	\$ -	\$ -	\$ -	\$ 462,580
Guaranteed interest option	-	-	181	181
Total Investments at Fair Value	\$ -	\$ -	\$ 181	\$ 462,761

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2022:

Balance, beginning of year	\$ -
Purchases	193
Account fees	(12)
Balance, end of year \$	<u>\$ 181</u>

Fair Value of Investments in Entities that Use Net Asset Value

The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2023 and 2022. These investments are direct filing entities (DFEs). There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>As of December 31, 2023</u>				
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Pooled separate accounts	\$ 790,893	None	Daily	None

<u>As of December 31, 2022</u>				
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Pooled separate accounts	\$ 462,580	None	Daily	None

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 5 – RELATED-PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are invested in the EQ/Money Market, the EQ/Equity 500 Index, EQ/Mid-Cap Index, and EQ/AB Small Cap Growth Portfolio, which are Equitable pooled separate accounts. Equitable Life Insurance Company is the Custodian of the Plan assets, and therefore, these transactions qualify as party-in-interest transactions. Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor 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 are entitled to the entire amount of their employee contributions, interest and appreciation thereon.

NOTE 7 –TAX STATUS

The Plan uses a prototype plan document sponsored by the Equitable Life Insurance Company. Equitable Life Insurance Company received an opinion letter from the IRS dated June 30, 2020, which states that the prototype document satisfied the applicable provisions of the Internal Revenue Code (“IRC”). The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since the Equitable Life Insurance Company received its opinion letter from the IRS for the prototype plan adopted by the Plan, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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 plan benefits. There has been significant volatility in the market in 2023 which has negatively impacted fair values. Management is unable to determine the impact on the Plan as of the date of this report.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 9 – PROHIBITED TRANSACTIONS – DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ended December 31, 2023, the Plan sponsor did not remit certain participant contributions to the Plan on a timely basis as defined by the Department of Labor (“DOL”) Rules and Regulations for Reporting and Delinquent Participant Contributions Disclosures under ERISA. The DOL considers late deposits without regard to materiality to be prohibited transactions. Participant accounts will be credited with the investment income (lost earnings) which would have been earned had participant contributions been remitted on a timely basis. For the year ended December 31, 2023, there were late remittances which are included in the table below:

<u>Pay Period</u>	<u>Day Deposited</u>	<u>Contribution Amount</u>
February 17, 2023	222 nd Day	\$ 863
March 3, 2023	213 th Day	180
		<u>\$ 1,043</u>

Untimely remittances were attributable to Automated Data Processing (“ADP”), the Plan Sponsor’s payroll provider, uploading the report provided from the Plan Sponsor incorrectly.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2023 and 2022 to Form 5500:

Net assets available for benefits per financial statements at December 31, 2023	\$ 793,086
Less: Participant contributions	(755)
Less: Employer contributions	(288)
Net assets available for benefits per Form 5500 at December 31, 2023	<u>\$ 792,043</u>
 Net assets available for benefits per financial statements at December 31, 2022	 \$ 449,701
Add: Excess contributions payable	13,060
Net assets available for benefits per Form 5500 at December 31, 2022	<u>\$ 462,761</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2023 to Form 5500:

Changes in net assets available for benefits per financial statements	\$ 343,385
Less: Current year contributions receivable	(1,043)
Less: Prior year excess contributions payable	(13,060)
Changes in net assets available for benefits per Form 5500	<u>\$ 329,282</u>

NOTE 11 – SUBSEQUENT EVENTS

Management has evaluated, for potential recognition and disclosure, events subsequent to the date of the statement of net assets available for benefits through October 11, 2024, the date the financial statements were available to be issued.

Effective August 19, 2024, the Plan’s assets were transferred to Transamerica Corporation, the Plan’s new Custodian.

BLUFOX MOBILE 401(k) PLAN

**Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
E.I.N. # 82-3993093
PLAN # 001**

For the Year Ended December 31, 2023

Participant Contributions Transferred Late to the Plan		Totals that Constitute Nonexempt Prohibited Transactions		
[] Check Here if Late Participant Loan Repayments are Included:				
Year		Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP
2023	\$ 1,043	\$ -	\$ 1,043	\$ -

See independent auditors' report.

BLUFOX MOBILE 401(k) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
E.I.N. # 82-3993093
PLAN # 001

December 31, 2023

(a)	(b)	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (c)	Cost ** (d)	Current Value (e)
	American Funds New World R2	Pooled Separate Accounts	\$ -	\$ 9,542
	T. Rowe Price Retirement 2030 R	Pooled Separate Accounts		73,733
	T. Rowe Price Retirement 2035 R	Pooled Separate Accounts		14,023
	T. Rowe Price Retirement 2040 R	Pooled Separate Accounts		192,528
	T. Rowe Price Retirement 2045 R	Pooled Separate Accounts		30,164
	T. Rowe Price Retirement 2050 R	Pooled Separate Accounts		86,969
	T. Rowe Price Retirement 2055 R	Pooled Separate Accounts		123,129
	T. Rowe Price Retirement 2060 R	Pooled Separate Accounts		131,221
	T. Rowe Price Growth Stock R	Pooled Separate Accounts		32,234
	Fidelity Vip Investment Grade Bond Port	Pooled Separate Accounts		17,852
	Federated Hermes Clover Small Value R	Pooled Separate Accounts		5,925
	Columbia Dividend Income Fund R	Pooled Separate Accounts		33,967
	MFS International Growth R1	Pooled Separate Accounts		24,293
	Invesco Global Real Estate	Pooled Separate Accounts		18
	* EQ / Money Market	Pooled Separate Accounts		935
	* EQ/Equity 500 Index	Pooled Separate Accounts		245
	* EQ/AB Small Cap Growth Portfolio	Pooled Separate Accounts		7,068
	* EQ/Mid Cap Index	Pooled Separate Accounts		7,047
	Investments, at fair value		<u>\$ -</u>	<u>\$ 790,893</u>
		Interest rate (9.5%)		
	* Participant loans	Due 2024	<u>\$ -</u>	<u>\$ 1,150</u>

* Indicates party-in-interest to the Plan.

** Cost information omitted with respect to participant or beneficiary-directed transactions.

See independent auditors' report.



BluFox Mobile 401(k) Plan

**Financial Statements
and Supplemental Schedules
(Together with Independent Auditors' Report)**

December 31, 2023 and 2022

BLUFOX MOBILE 401(k) PLAN
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES
(Together with Independent Auditors' Report)
December 31, 2023 AND 2022

Table of Contents

	<u>Pages</u>
Independent Auditors' Report	1-3
Financial Statements:	
Statements of Net Assets Available for Benefits (As of December 31, 2023 and 2022).....	4
Statement of Changes in Net Assets Available for Benefits (For the Year Ended December 31, 2023).....	5
Notes to Financial Statements	6-13
Supplemental Schedules:	
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions.....	14
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)	15



To the Trustees and the Plan Administrator of
BluFox Mobile 401(k) Plan

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the years then ended, stating that the certified investment information, as described in Note 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 Auditors' Responsibilities for the Audit of the Financial Statements section:

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from

CBIZ CPAs P.C.
685 Third Avenue
New York, NY 10017

Phone: 212.503.8800
cbizcpas.com



material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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

¹In certain jurisdictions, CBIZ CPAs P.C. operates under its previous name, Mayer Hoffman McCann P.C.



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

Other Matter - Supplemental Schedules Required by ERISA

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

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

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are (form and content) presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

CBIZ CPAs P.C.¹

New York, NY
October 11, 2024

¹In certain jurisdictions, CBIZ CPAs P.C. operates under its previous name, Mayer Hoffman McCann P.C.

BLUFOX MOBILE 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31,

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value:		
Pooled separate accounts	\$ 790,893	\$ 462,580
Guaranteed interest option	<u>-</u>	<u>181</u>
Total investments, at fair value	790,893	462,761
Receivables:		
Participant contributions	755	-
Employer contributions	288	-
Notes receivable from participants	<u>1,150</u>	<u>-</u>
Total receivables	<u>2,193</u>	<u>-</u>
Total assets	793,086	462,761
Liabilities:		
Excess contributions payable	<u>-</u>	<u>13,060</u>
Net Assets Available for Benefits	<u><u>\$ 793,086</u></u>	<u><u>\$ 449,701</u></u>

See accompanying notes to financial statements.

BLUFOX MOBILE 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2023

Additions to Net Assets Attributed to:

Net investment income:	
Net appreciation in fair value of investments	\$ 109,548
Interest income on notes receivable from participants	9
Net investment income	109,557
Contributions:	
Participant	227,871
Employer	54,387
Total contributions	282,258
Total additions	391,815

Deductions from Net Assets Attributed to:

Benefits paid to participants	33,487
Administrative expenses	14,943
Total deductions	48,430
Net increase	343,385

Net Assets Available for Benefits:

Beginning of year	449,701
End of year	\$ 793,086

See accompanying notes to financial statements.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF PLAN

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

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan was established on October 1, 2019 for all employees of BluFox Mobile, LLC and its commonly-owned affiliates, as defined in the Plan document.

Effective January 1, 2021, the Plan was restated to comply with the requirements for Pre-Approved Plan, pursuant to Internal Revenue Service ("IRS") Revenue Procedure ("Rev. Proc.") 2017-41.

Effective January 1, 2022, the Plan was amended and restated to rename the Plan as "BluFox Mobile 401(k) Plan", and to add BluFox Mobile LLC and a group of related employers as Participating Employers (collectively, "Plan Sponsor" or "Employer"). The related employers include the entities related under common ownership and common control. In addition, Roth contributions are permitted under the Plan.

The Plan adopted the required provisions of the SECURE 2.0 Act of 2022. Plan amendments required by the Act need not be made until the end of the first plan year beginning on or after January 1, 2025; however, plans must be operated in accordance with the effective date of each new provision. Provisions that are in effect for the Plan year ended December 31, 2023 include increasing the Required Minimum Distribution age to 73 starting on January 1, 2023. Under the SECURE 2.0 Act Retirement plans may allow participants to elect to receive employer matching and nonelective contributions as Roth contributions. In addition, Plan sponsors may rely on employee certification that deemed hardship withdrawal conditions have been met.

Eligibility for Participation

An eligible employee is any employee who is not excluded from the Plan. Excluded employees are those who are collectively bargained employees (employees covered by any collective bargaining agreement between the Plan Sponsor and employee representatives), non-resident aliens with no U.S. income, and leased employees. Eligible employees can participate in the 401(k) portion of the Plan upon completing 90 days of service, as defined, and attained the minimum age of 18. The date of enrollment is the earliest date on which the participant is an eligible employee and has met all of the entry requirements. 401(k) elective deferral contributions will begin as soon as administratively feasible following entry date.

Eligibility for Contribution

- I. *Salary Deferral Contributions.* The maximum contribution for the calendar years 2023 and 2022 was limited to \$22,500 and \$20,500, respectively, plus up to \$7,500 and \$6,500 in a catch-up contribution, respectively, for participants of age 50 or over. Participants direct the investment of their contributions into various investment options offered by the Plan. At December 31, 2023 and 2022, the Plan's investments were maintained in pooled separate accounts and fixed annuity. The Plan maintains an individual account for each participant-directed investment showing the participant's interest in each fund. Each participant's share of investment income is allocated on a pro-rata basis.

Participants may also contribute amounts representing distributions from other qualified defined-benefit or contribution plans. Effective January 1, 2022, participants are permitted to make after-tax contributions ("Roth contributions").

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Eligibility for Contribution (Continued)

- II. *Employer Matching Contributions.* On behalf of each participant who is eligible to share in matching contributions for the Plan year, discretionary matching contributions are made in an amount equal to a uniform percentage of each participant's elective contributions. The exact percentage is to be determined each year by the Employer. For the Plan year ended December 31, 2023, the match is 50% of the first 3% of the employee's applicable compensation. A participant must be employed with the Employer on the last day of the Plan year and credited with at least 1,000 hours of services during the Plan year.

Participants file an online election designating the proportion in which contributions on their behalf are to be allocated among investment funds.

Participant Accounts

Each participant's account is credited with the employee-elected salary deferral contribution, Employer discretionary contributions, qualified distributions from other retirement plans, and an allocation of Plan earnings, (and charged with an allocation of administrative expenses). Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their voluntary contributions plus actual earnings thereon. Participants will have a nonforfeitable right to a percentage of the Employer's matching contributions and non-elective contributions based upon the following schedule:

<u>Years of Vesting Service</u>	<u>Nonforfeitable Percentage</u>
Less than 1	0%
1	20%
2	40%
3	60%
4	80%
5	100%

Forfeitures can be used to reduce Employer contributions, if any, and to reduce administrative expenses in accordance with the Plan document. An employee's vesting percentage increases to 100%, if, while employed, the employee dies or become disabled.

Forfeited Accounts

At December 31, 2023 and 2022, forfeited non-vested accounts totaled \$927 and \$0, respectively. During the year ended December 31, 2023, \$5,365 was used to reduce Employer matching contributions.

Notes Receivable from Participants

Participants may borrow from the value of the vested portion of their account, subject to the Sponsor's authorization and other provisions of the Plan. Loans may not exceed 50% of the vested account balance or \$50,000 and must be a minimum of \$1,000. The loans have terms that range from one to five years (unless the loan is used for the purchase of a primary residence, in which case the repayment period may be up to thirty years), are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through bi-weekly payroll deductions.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1 – DESCRIPTION OF PLAN (CONTINUED)

Notes Receivable from Participants (Continued)

If a participant fails to make a payment when a loan is due under the terms of the loan, that participant will be in default. In the event of default, the loan shall become due and payable immediately and interest will continue to accrue until the entire loan balance is repaid. The Plan will take all reasonable actions to collect the balance owed on the loan. Under certain circumstances, the loan in default could be considered a distribution from the Plan and could be considered income to the participant. In any event, failure to repay a loan will reduce the benefit to which a participant would otherwise be entitled from the Plan.

Payment of Benefits

Upon retirement (age 65 is normal retirement age), death, disability or termination of employment, participants or designated beneficiaries may elect to receive the vested value of their account in a lump sum or periodic installments as described in the Plan document. In addition, the Plan provides for participant withdrawals in the event of hardships, as defined in the Plan document. The terminating participant may elect to defer distribution to a later date, up to age 73.

Investment Options

Upon enrollment in the Plan, participants may direct their contributions in any of a multitude of investment options featuring various pooled separate accounts and fixed annuity.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments in pooled separate accounts are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Notes Receivable from Participants

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

Payment of Benefits

Benefits are recorded when paid.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Administrative expenses are paid by the Plan or the Sponsor, in accordance with the Plan's provisions. Administrative expenses paid by the Plan include recordkeeping and custodian fees. Expenses relating to purchases, sales, or transfers of the Plan's investments are charged to the particular investment fund to which the expenses relate.

NOTE 3 – INVESTMENTS – INFORMATION PREPARED AND CERTIFIED BY THE CUSTODIAN AS COMPLETE AND ACCURATE

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified as complete and accurate by Equitable Life Insurance Company, the Custodian of the Plan (the "Custodian") as of December 31, 2023 and 2022, and for the year ended December 31, 2023:

	<u>2023</u>	<u>2022</u>
<u>At December 31:</u>		
Investments, at fair value	\$ 790,893	\$ 462,761
Notes receivable from participants	\$ 1,150	
<u>Year Ended December 31, 2023:</u>		
Net appreciation in fair value of investments	\$ 109,548	

Interest income on notes receivable from participants of \$9 for the year ended December 31, 2023 have also been certified by the trustee.

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, "Fair Value Measurement," provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

- Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the assets or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

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

Pooled Separate Accounts:

Pooled Separate Accounts are valued at the net asset value ("NAV") of shares of underlying investments held at year end as determined by the issuer of the fund. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Based on these facts, using NAV as a practical expedient to estimate fair value is allowed by ASC 820.

The variable investment options in which the Plan contract is invested are in a subaccount of an Equitable Separate Account or directly in an Equitable Separate Account. A Separate Account may invest in open-ended mutual funds, available to contract holders of group or individual variable annuity or insurance policies. Contract holders may, without restriction, transact at the daily Net Unit Values which represents the NAV of the underlying mutual fund less daily charges. The NAV as of December 31, 2023 represents the daily per share value of the portfolio of investments of the mutual funds, at which sufficient volumes of transactions occur.

These investments that are measured at fair value using NAV practical expedient have not been classified in the fair value hierarchy. The NAV amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

Guaranteed Interest Option:

The Group Variable Annuity Contract funding the Plan provides a number of investment options, including a Guaranteed Interest Option ("GIO"). GIO is part of the Equitable general account, pays interest at guaranteed rates, and provides an investment option in which the value of the principal will not fluctuate. Although the GIO provides for a minimum guaranteed interest rate, the actual rate of interest credited during the time over which funds are invested in the GIO is declared periodically and therefore is subject to change. The fair value of the GIO is computed using a combination of the current interest rates based on remaining investment terms at the reporting date as well as the interest rate on the account. At December 31, 2022, the GIO crediting rate was 2.0%. The contract minimum interest rate is 1.00%. The Plan's investment in the GIO contains the significant unobservable inputs, which is categorized as Level 3. The Plan did not hold the GIO at December 31, 2023.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 4 – FAIR VALUE MEASUREMENTS (CONTINUED)

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

<u>Assets at Fair Value as of December 31, 2023</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts using NAV as a practical expedient	\$ -	\$ -	\$ -	\$ 790,893
Guaranteed interest option	-	-	-	-
Total Investments at Fair Value	\$ -	\$ -	\$ -	\$ 790,893

<u>Assets at Fair Value as of December 31, 2022</u>				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Pooled separate accounts using NAV as a practical expedient	\$ -	\$ -	\$ -	\$ 462,580
Guaranteed interest option	-	-	181	181
Total Investments at Fair Value	\$ -	\$ -	\$ 181	\$ 462,761

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2022:

Balance, beginning of year	\$ -
Purchases	193
Account fees	(12)
Balance, end of year \$	<u>\$ 181</u>

Fair Value of Investments in Entities that Use Net Asset Value

The following table summarizes investments for which fair value is measured using the NAV per share practical expedient as of December 31, 2023 and 2022. These investments are direct filing entities (DFEs). There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

<u>As of December 31, 2023</u>				
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Pooled separate accounts	\$ 790,893	None	Daily	None

<u>As of December 31, 2022</u>				
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Pooled separate accounts	\$ 462,580	None	Daily	None

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 5 – RELATED-PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are invested in the EQ/Money Market, the EQ/Equity 500 Index, EQ/Mid-Cap Index, and EQ/AB Small Cap Growth Portfolio, which are Equitable pooled separate accounts. Equitable Life Insurance Company is the Custodian of the Plan assets, and therefore, these transactions qualify as party-in-interest transactions. Certain administrative functions are performed by officers or employees of the Sponsor. No such officer or employee receives compensation from the Plan.

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor 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 are entitled to the entire amount of their employee contributions, interest and appreciation thereon.

NOTE 7 –TAX STATUS

The Plan uses a prototype plan document sponsored by the Equitable Life Insurance Company. Equitable Life Insurance Company received an opinion letter from the IRS dated June 30, 2020, which states that the prototype document satisfied the applicable provisions of the Internal Revenue Code (“IRC”). The Plan itself has not received a determination letter from the IRS. Although the Plan has been amended since the Equitable Life Insurance Company received its opinion letter from the IRS for the prototype plan adopted by the Plan, the Plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the 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 plan benefits. There has been significant volatility in the market in 2023 which has negatively impacted fair values. Management is unable to determine the impact on the Plan as of the date of this report.

**BLUFOX MOBILE 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 9 – PROHIBITED TRANSACTIONS – DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ended December 31, 2023, the Plan sponsor did not remit certain participant contributions to the Plan on a timely basis as defined by the Department of Labor (“DOL”) Rules and Regulations for Reporting and Delinquent Participant Contributions Disclosures under ERISA. The DOL considers late deposits without regard to materiality to be prohibited transactions. Participant accounts will be credited with the investment income (lost earnings) which would have been earned had participant contributions been remitted on a timely basis. For the year ended December 31, 2023, there were late remittances which are included in the table below:

<u>Pay Period</u>	<u>Day Deposited</u>	<u>Contribution Amount</u>
February 17, 2023	222 nd Day	\$ 863
March 3, 2023	213 th Day	180
		<u>\$ 1,043</u>

Untimely remittances were attributable to Automated Data Processing (“ADP”), the Plan Sponsor’s payroll provider, uploading the report provided from the Plan Sponsor incorrectly.

NOTE 10 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2023 and 2022 to Form 5500:

Net assets available for benefits per financial statements at December 31, 2023	\$ 793,086
Less: Participant contributions	(755)
Less: Employer contributions	(288)
Net assets available for benefits per Form 5500 at December 31, 2023	<u>\$ 792,043</u>
 Net assets available for benefits per financial statements at December 31, 2022	 \$ 449,701
Add: Excess contributions payable	13,060
Net assets available for benefits per Form 5500 at December 31, 2022	<u>\$ 462,761</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements for the year ended December 31, 2023 to Form 5500:

Changes in net assets available for benefits per financial statements	\$ 343,385
Less: Current year contributions receivable	(1,043)
Less: Prior year excess contributions payable	(13,060)
Changes in net assets available for benefits per Form 5500	<u>\$ 329,282</u>

NOTE 11 – SUBSEQUENT EVENTS

Management has evaluated, for potential recognition and disclosure, events subsequent to the date of the statement of net assets available for benefits through October 11, 2024, the date the financial statements were available to be issued.

Effective August 19, 2024, the Plan’s assets were transferred to Transamerica Corporation, the Plan’s new Custodian.

BLUFOX MOBILE 401(k) PLAN

**Schedule H, Line 4a - Schedule of Delinquent Participant Contributions
E.I.N. # 82-3993093
PLAN # 001**

For the Year Ended December 31, 2023

Participant Contributions Transferred Late to the Plan		Totals that Constitute Nonexempt Prohibited Transactions		
[] Check Here if Late Participant Loan Repayments are Included:				
Year		Contributions Not Corrected	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP
2023	\$ 1,043	\$ -	\$ 1,043	\$ -

See independent auditors' report.

BLUFOX MOBILE 401(k) PLAN

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
E.I.N. # 82-3993093
PLAN # 001

December 31, 2023

(a)	(b)	Description of Investment including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value (c)	Cost ** (d)	Current Value (e)
	American Funds New World R2	Pooled Separate Accounts	\$ -	\$ 9,542
	T. Rowe Price Retirement 2030 R	Pooled Separate Accounts		73,733
	T. Rowe Price Retirement 2035 R	Pooled Separate Accounts		14,023
	T. Rowe Price Retirement 2040 R	Pooled Separate Accounts		192,528
	T. Rowe Price Retirement 2045 R	Pooled Separate Accounts		30,164
	T. Rowe Price Retirement 2050 R	Pooled Separate Accounts		86,969
	T. Rowe Price Retirement 2055 R	Pooled Separate Accounts		123,129
	T. Rowe Price Retirement 2060 R	Pooled Separate Accounts		131,221
	T. Rowe Price Growth Stock R	Pooled Separate Accounts		32,234
	Fidelity Vip Investment Grade Bond Port	Pooled Separate Accounts		17,852
	Federated Hermes Clover Small Value R	Pooled Separate Accounts		5,925
	Columbia Dividend Income Fund R	Pooled Separate Accounts		33,967
	MFS International Growth R1	Pooled Separate Accounts		24,293
	Invesco Global Real Estate	Pooled Separate Accounts		18
	* EQ / Money Market	Pooled Separate Accounts		935
	* EQ/Equity 500 Index	Pooled Separate Accounts		245
	* EQ/AB Small Cap Growth Portfolio	Pooled Separate Accounts		7,068
	* EQ/Mid Cap Index	Pooled Separate Accounts		7,047
	Investments, at fair value		<u>\$ -</u>	<u>\$ 790,893</u>
		Interest rate (9.5%)		
	* Participant loans	Due 2024	<u>\$ -</u>	<u>\$ 1,150</u>

* Indicates party-in-interest to the Plan.

** Cost information omitted with respect to participant or beneficiary-directed transactions.

See independent auditors' report.