

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

Part II	Basic Plan Information—enter all requested information
1a	Name of plan HAPPY MONEY 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/08/2020
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) HAPPY MONEY, INC. 1700 FLIGHT WAY SUITE 300 TUSTIN, CA 92782
2b	Employer Identification Number (EIN) 26-4419538
2c	Plan Sponsor's telephone number 949-430-0360
2d	Business code (see instructions) 812990

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 540
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) 459 6a(2) 223 6b 0 6c 181 6d 404 6e 0 6f 404 6g(1) 426 6g(2) 353 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

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

A Name of plan HAPPY MONEY 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HAPPY MONEY, INC.	D Employer Identification Number (EIN) 26-4419538

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

YesNo
- b

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

(b)	Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	
04-2647786	

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	65972	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

BURNHAM GIBSON WEALTH ADVISORS LLC

47-5476782

(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?
27	ADVISOR	50111	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	5349	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX STOCK I - SS&C GIDS, I 04-2865649	0.10%	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan HAPPY MONEY 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 HAPPY MONEY, INC.	D Employer Identification Number (EIN) 26-4419538	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	217149	83537
(9) Value of interest in common/collective trusts	1c(9)	529224	247603
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	13066743	15426119
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	13813116	15757259
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	13813116	15757259

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)	609201	
(B) Participants	2a(1)(B)	2794208	
(C) Others (including rollovers)	2a(1)(C)	263312	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3666721
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	6425	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6425
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	318221	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		318221
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		29145
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2416621
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		6437133

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4363421	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4363421
f Corrective distributions (see instructions)	2f		6360
g Certain deemed distributions of participant loans (see instructions)	2g		1776
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	65972	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	55461	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		121433
j Total expenses. Add all expense amounts in column (b) and enter total	2j		4492990

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1944143
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **SINGER LEWAK LLP**

(2) EIN: **95-2302617**

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.)	☒	☐	6514
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

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

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

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

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

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

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

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

A Name of plan HAPPY MONEY 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 HAPPY MONEY, INC.	D Employer Identification Number (EIN) 26-4419538

Part I	Distributions
--------	---------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

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

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

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

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

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

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

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

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☐ Design-based safe harbor method	
☐ "Prior year" ADP test	
☒ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

HAPPY MONEY 401(K) PLAN
FINANCIAL REPORT
DECEMBER 31, 2023

HAPPY MONEY 401(K) PLAN

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INDEPENDENT AUDITOR'S REPORT

Plan Committee
Happy Money 401(k) Plan

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

We have performed audits of the financial statements of Happy Money 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 plan benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for plan 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 (DOL) 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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 U.S. GAAP.

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 schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of December 31, 2023 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not required parts of the financial statements but are supplementary information required by the DOL'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 their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL'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).

Singer Lewak LLP

October 14, 2024

HAPPY MONEY 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31,

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at fair value		
Registered investment companies	\$ 15,426,119	\$ 13,066,743
Common collective trust	<u>247,603</u>	<u>529,224</u>
Total investments, at fair value	<u>15,673,722</u>	<u>13,595,967</u>
Receivables		
Notes from participants	<u>83,537</u>	<u>217,149</u>
Net assets available for plan benefits	<u>\$ 15,757,259</u>	<u>\$ 13,813,116</u>

See notes to the financial statements.

HAPPY MONEY 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
Year Ended December 31, 2023

Additions to net assets attributed to

Investment income:

Net appreciation in fair value of investments	\$ 2,445,766
Dividend and interest income on investments	<u>318,221</u>

Total investment income	<u>2,763,987</u>
-------------------------	------------------

Interest income on notes receivable from participants	<u>6,425</u>
---	--------------

Contributions:

Participants'	2,794,208
Employer's	609,201
Rollovers	<u>263,312</u>

Total contributions	<u>3,666,721</u>
---------------------	------------------

Total additions	<u>6,437,133</u>
-----------------	------------------

Deductions from net assets attributed to

Benefits paid to participants	4,369,781
Deemed distributions of notes from participants	1,776
Administrative expenses	<u>121,433</u>

Total deductions	<u>4,492,990</u>
------------------	------------------

Net increase in net assets	1,944,143
-----------------------------------	------------------

Net assets available for plan benefits, beginning of year	<u>13,813,116</u>
--	--------------------------

Net assets available for plan benefits, end of year	<u>\$ 15,757,259</u>
--	-----------------------------

See notes to the financial statements.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF THE PLAN

The following brief description of Happy Money 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 Section 401(k) of the Internal Revenue Code (IRC). The Plan was established on January 8, 2020. The Plan covers substantially all employees of Happy Money, Inc (the “Employer”). The Plan is administered by management of the Employer and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company, the trustee, is responsible for the custody and management of the Plan’s assets. Burnham Gibson Wealth Advisors (“Burnham Gibson”) is used by the Plan as investment advisors.

Eligibility

All employees are eligible to participate in the Plan who are not union employees. Participation in the Plan may begin immediately upon employment.

Contributions

Participants may elect to contribute, on a pretax basis or as Roth deferrals, up to 100% of their eligible compensation, in an amount not in excess of the maximum allowed by the IRC. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. During the year ended December 31, 2023, the Employer matched 50% of participant contributions up to 6% per paycheck with a maximum contribution of \$3,000. Additional amounts may be contributed at the discretion of the Employer. No discretionary contributions were made for the year ended December 31, 2023. Participants may also roll over amounts representing distributions from other qualified defined benefit or contribution plans. All Employer contributions are invested in the manner in which a participant directs his or her investments.

Participant Accounts

Individual accounts are maintained for each of the Plan’s participants. Each participant’s account is credited with the participant’s contributions, rollovers from qualified plans, Plan earnings or losses and an allocation of the Employer’s matching contribution and discretionary contribution, if any. Plan earnings are allocated based on participant 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.

Investment Options

Participants may direct all contributions, as desired, in any of several investment options held offered by the Plan. Investment elections may be changed online or through telephone access at any time.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Vesting

Employee and Employer contributions, rollovers, and actual earnings on all such contributions are fully vested at all times.

Benefit Payments

Upon termination of employment with the Employer, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments. In the event of death or total and permanent disability, a participant's beneficiary or the participant is entitled to the total value of the participant's account. If the total vested account balance under the Plan is between \$1,000 and \$5,000, the vested balance will be automatically rolled over to an individual retirement account selected by the Plan Administrator. For balances of \$1,000 or less, the entire vested account balance will be automatically distributed in a lump-sum payment.

Financial Hardship Distributions

The Plan allows hardship withdrawals in accordance with Internal Revenue Service (IRS) regulations. Among other things, the withdrawal must be necessary in light of immediate and heavy financial needs of the participant and is limited to certain purposes.

Notes from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum of 50% of their vested account balance, not to exceed \$50,000. The notes are secured by the balance in the participant's account and bear a reasonable interest rate that is determined by the Plan Administrator. Current note interest rates range from 3.25% to 8.50% with maturity dates through June 5, 2028 as of December 31, 2023 and 2022. Note terms are normally up to five years but may be longer for the purchase of a primary residence of the participant. Principal and interest are paid ratably through biweekly payroll deductions. Notes are due and payable upon termination of the participant. Participants may only have one loan outstanding at any time. Defaulted participant notes are reclassified as distributions based upon the terms of the Plan document.

Forfeited Accounts

The amounts in the forfeiture account at year end are used to offset Employer contributions or pay any reasonable costs and expenses incurred on behalf of the Plan. Any balance in the forfeiture account at December 31st is carried over to the next year. The forfeiture account totaled \$12,226 and \$9,089 as of December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, \$25 was used to reduce administrative expenses.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of the Plan’s financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits and changes therein and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments in registered investment companies and the common collective trust are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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. Net appreciation or depreciation includes the Plan’s gains and losses on investments bought and sold, as well as held during the year. Dividends are recorded on the ex-dividend date.

Management fees charged to the Plan for investments in registered investment companies (mutual funds) are based on assets invested and are deducted on a daily basis. Management fees are reflected as a reduction of investment return for such investments.

Notes from Participants

Notes from participants are measured at their unpaid, principal balance plus any accrued unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document. As December 31, 2023 and 2022, there were delinquent participant notes of \$1,776 and \$0, respectively. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Most administrative expenses for maintaining the Plan are paid by the Employer. Expenses paid by the Employer are excluded from these financial statements. Note application fees and investment services are charged to the individual participant’s account.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Uncertain Tax Positions

U.S. GAAP requires the Plan Administrator 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 or the DOL. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2023 and 2022, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or asset, or disclosure, in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 3 – CERTIFIED INFORMATION

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule (Schedule H, Line 4i – Schedule of Assets (Held at End of Year)), including investments and notes receivable from participants held at December 31, 2023 and 2022, and the related investment activity and interest income on notes receivable from participants for the year ended December 31, 2023, was obtained by plan management and agreed to or was derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic No. 820 (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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 as of December 31, 2023 and 2022.

Registered investment companies (mutual funds):

Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-end registered investment companies that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transfer at that price. The registered investment companies held by the Plan are deemed to be actively traded.

Common collective trust:

Units held in common collective trust (CCT) are valued using the net asset value practical expedient (NAV practical expedient) of the CCT as reported by the CCT managers. The NAV practical expedient is based on fair value of the underlying assets owned by the CCT, minus its liabilities, and then divided by the number of units outstanding. The NAV of a CCT is calculated based on a compilation of primarily observable market information. The following table provides additional information for investments in the CCT that calculates net assets value per share (or its equivalent):

	<u>2023</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>	<u>Redemption Restrictions</u>
Managed Income Portfolio Class 2	\$ 247,603	Daily	10 days	a)
	<u>2022</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>	<u>Redemption Restrictions</u>
Managed Income Portfolio Class 2	\$ 529,224	Daily	10 days	a)

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- a) Participants in a plan or trust invested in this Fund are prohibited from directing investments into a competing fund without first investing in a non-competing fund for at least ninety (90) days. Managed Income Portfolio pays qualified participant withdrawals at book value, as well as plan terminations (subject to potential imposition of a 12-month “put” in Fidelity’s discretion).

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

The following tables set forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2023 and 2022 for all recurring items:

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$15,426,119</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,426,119</u>
Total investments in the fair value hierarchy	<u>\$15,426,119</u>	<u>\$ -</u>	<u>\$ -</u>	<u>15,426,119</u>
Total investments measured at NAV (a)				<u>247,603</u>
Total				<u>\$ 15,673,722</u>

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$13,066,743</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,066,743</u>
Total investments in the fair value hierarchy	<u>\$13,066,743</u>	<u>\$ -</u>	<u>\$ -</u>	<u>13,066,743</u>
Total investments measured at NAV (a)				<u>529,224</u>
Total				<u>\$ 13,595,967</u>

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the Statement of Net Assets Available for Benefits.

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

Plan investments are managed by Fidelity Investments, a related party to Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions permitted by the United States Department of Labor's (DOL) Rules and Regulations. Burnham Gibson is the investment advisor, and therefore, these transactions qualify as party-in-interest transactions permitted by the DOL's Rules and Regulations. For the plan year ended on December 31, 2023, the Plan paid fees of \$65,972 to Fidelity Investments and \$50,111 to Burnham Gibson Wealth Advisors, LLC for investment advisory services. Notes receivable from participants and the related interest income of \$6,425 are also considered related-party transactions.

NOTE 6 – PLAN TERMINATION

Although the Board of Directors has not expressed such intent, the Employer, by action of its Board of Directors, reserves the right, at any time, to amend or terminate the Plan. Upon termination of the Plan, further contributions to the Plan shall cease, and all participants who are affected by such termination shall become 100% vested. Thus, net assets available for plan benefits would be distributed to the participants based on each participant's interest in the Plan.

NOTE 7 – TAX STATUS

Effective May 20, 2022, the Plan adopted a non-standardized form of a pre-approved profit sharing plan sponsored by FMR LLC. The profit sharing plan provider has received an opinion letter from the IRS as to the profit sharing plan's qualified status. The profit sharing plan opinion letter has been relied upon by the Plan. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes the Plan is designed, and is being operated in compliance, with the applicable provisions of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements. The Plan's management will make any changes deemed necessary to ensure the Plan maintains its tax-exempt status.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the risk associated with certain investments securities, it is at least reasonably possible that changes in the values of investments 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.

NOTE 9 – PROHIBITED TRANSACTIONS

As required by ERISA Section 2510.3-102, the Employer is required to segregate participant contributions from its general assets and remit them to the Plan as soon as administratively feasible.

During the Plan year ended December 31, 2022, the Employer failed to remit certain participant contributions totaling \$6,473 of participant deferrals within the required timeframe as stated by the DOL. In November 2023, the Employer deposited the late lost earnings on the late contributions with the Plan trustee.

During the Plan year ended December 31, 2023, the Employer failed to remit certain participant contributions totaling \$41 within the required timeframe as stated by the DOL. The Employer will calculate and deposit the lost earnings on the \$41 of late participant contributions outside of the DOL's Voluntary Fiduciary Correction Program in 2024.

NOTE 10 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 14, 2024, the date the financial statements were made available to be issued.

SUPPLEMENTAL INFORMATION

HAPPY MONEY 401(K) PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

December 31, 2023

Plan Sponsor EIN: 26-4419538
Plan number: 001

Pay Dates	Participant Contributions Transferred Late to Plan		Totals that Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
	Check here if late participant loan repayments are included ☐		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
2022	\$	6,473	\$ -	\$ 6,473	\$ -	\$ -	-
2023	\$	41	\$ 41	\$ -	\$ -	\$ -	-

See Independent Auditor's Report.

HAPPY MONEY 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2023

EIN #26-4419538
Plan #001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Common collective trust			
* Fidelity		Managed Income Portfolio Class 2	\$ 247,603
Registered investment companies			
	PIF	PIF SMCP GRTH I R6	93,876
	Blackrock	BLKRRK LP IDX 2060 K	1,280,597
	Mass Mutual	MM HIGH YIELD I	21,845
	Dodge & Cox	DODGE & COX STOCK I	121,266
	Pioneer	PIONEER BOND K	48,247
	MIGNX	MFS MA INV GR STK R6	563,626
	AF	AF NEW WORLD R6	122,998
	JPMorgan	JPM EQUITY INCOME R6	72,613
	AS	AS SPL MID CP VAL R6	78,398
	MIGNX	MFS MID CAP GRTH R6	97,642
	AS	AS SPL SM CAP VAL R6	80,008
	PGIM	PGIM GLB TOT RTN R6	14,180
	JPMorgan	JPM LG CAP GROWTH R6	797,817
	Blackrock	BLKRRK LP IDX RTMT K	139,367
	Blackrock	BLKRRK LP IDX 2030 K	315,089
	Blackrock	BLKRRK LP IDX 2040 K	851,248
	Blackrock	BLKRRK LP IDX 2050 K	2,008,888
	Blackrock	BLKRRK LP IDX 2025 K	135,694
	Blackrock	BLKRRK LP IDX 2035 K	395,819
	Blackrock	BLKRRK LP IDX 2045 K	1,881,813
	Blackrock	BLKRRK LP IDX 2055 K	1,871,272
* Fidelity		FID INTL GROWTH	36,340
* Fidelity		FID US BOND IDX	356,340
* Fidelity		FID 500 INDEX	2,815,298
* Fidelity		FID MID CAP IDX	540,298
* Fidelity		FID REAL ESTATE IDX	72,242
* Fidelity		FID SM CAP IDX	285,875
* Fidelity		FID INTL INDEX	327,423
	Total registered investment companies		15,426,119
	Total investments held		15,673,722
* Notes receivable from participants		(Interest rates from 3.25–8.50%, collateralized by participants' account balances and maturing through June 5, 2028.)	83,537
	Total		\$ 15,757,259

* Denotes party-in-interest as defined by ERISA

See Independent Auditor's Report.

HAPPY MONEY 401(K) PLAN
FINANCIAL REPORT
DECEMBER 31, 2023

HAPPY MONEY 401(K) PLAN

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INDEPENDENT AUDITOR'S REPORT

Plan Committee
Happy Money 401(k) Plan

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

We have performed audits of the financial statements of Happy Money 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 plan benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for plan 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 (DOL) 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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 U.S. GAAP.

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 schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of December 31, 2023 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not required parts of the financial statements but are supplementary information required by the DOL'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 their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL'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).

Singer Lewak LLP

October 14, 2024

HAPPY MONEY 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31,

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at fair value		
Registered investment companies	\$ 15,426,119	\$ 13,066,743
Common collective trust	<u>247,603</u>	<u>529,224</u>
Total investments, at fair value	<u>15,673,722</u>	<u>13,595,967</u>
Receivables		
Notes from participants	<u>83,537</u>	<u>217,149</u>
Net assets available for plan benefits	<u>\$ 15,757,259</u>	<u>\$ 13,813,116</u>

See notes to the financial statements.

HAPPY MONEY 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
Year Ended December 31, 2023

Additions to net assets attributed to

Investment income:

Net appreciation in fair value of investments	\$ 2,445,766
Dividend and interest income on investments	<u>318,221</u>

Total investment income	<u>2,763,987</u>
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Interest income on notes receivable from participants	<u>6,425</u>
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Contributions:

Participants'	2,794,208
Employer's	609,201
Rollovers	<u>263,312</u>

Total contributions	<u>3,666,721</u>
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Total additions	<u>6,437,133</u>
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Deductions from net assets attributed to

Benefits paid to participants	4,369,781
Deemed distributions of notes from participants	1,776
Administrative expenses	<u>121,433</u>

Total deductions	<u>4,492,990</u>
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Net increase in net assets	1,944,143
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Net assets available for plan benefits, beginning of year	<u>13,813,116</u>
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Net assets available for plan benefits, end of year	<u>\$ 15,757,259</u>
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See notes to the financial statements.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF THE PLAN

The following brief description of Happy Money 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 Section 401(k) of the Internal Revenue Code (IRC). The Plan was established on January 8, 2020. The Plan covers substantially all employees of Happy Money, Inc (the “Employer”). The Plan is administered by management of the Employer and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company, the trustee, is responsible for the custody and management of the Plan’s assets. Burnham Gibson Wealth Advisors (“Burnham Gibson”) is used by the Plan as investment advisors.

Eligibility

All employees are eligible to participate in the Plan who are not union employees. Participation in the Plan may begin immediately upon employment.

Contributions

Participants may elect to contribute, on a pretax basis or as Roth deferrals, up to 100% of their eligible compensation, in an amount not in excess of the maximum allowed by the IRC. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. During the year ended December 31, 2023, the Employer matched 50% of participant contributions up to 6% per paycheck with a maximum contribution of \$3,000. Additional amounts may be contributed at the discretion of the Employer. No discretionary contributions were made for the year ended December 31, 2023. Participants may also roll over amounts representing distributions from other qualified defined benefit or contribution plans. All Employer contributions are invested in the manner in which a participant directs his or her investments.

Participant Accounts

Individual accounts are maintained for each of the Plan’s participants. Each participant’s account is credited with the participant’s contributions, rollovers from qualified plans, Plan earnings or losses and an allocation of the Employer’s matching contribution and discretionary contribution, if any. Plan earnings are allocated based on participant 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.

Investment Options

Participants may direct all contributions, as desired, in any of several investment options held offered by the Plan. Investment elections may be changed online or through telephone access at any time.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Vesting

Employee and Employer contributions, rollovers, and actual earnings on all such contributions are fully vested at all times.

Benefit Payments

Upon termination of employment with the Employer, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments. In the event of death or total and permanent disability, a participant's beneficiary or the participant is entitled to the total value of the participant's account. If the total vested account balance under the Plan is between \$1,000 and \$5,000, the vested balance will be automatically rolled over to an individual retirement account selected by the Plan Administrator. For balances of \$1,000 or less, the entire vested account balance will be automatically distributed in a lump-sum payment.

Financial Hardship Distributions

The Plan allows hardship withdrawals in accordance with Internal Revenue Service (IRS) regulations. Among other things, the withdrawal must be necessary in light of immediate and heavy financial needs of the participant and is limited to certain purposes.

Notes from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum of 50% of their vested account balance, not to exceed \$50,000. The notes are secured by the balance in the participant's account and bear a reasonable interest rate that is determined by the Plan Administrator. Current note interest rates range from 3.25% to 8.50% with maturity dates through June 5, 2028 as of December 31, 2023 and 2022. Note terms are normally up to five years but may be longer for the purchase of a primary residence of the participant. Principal and interest are paid ratably through biweekly payroll deductions. Notes are due and payable upon termination of the participant. Participants may only have one loan outstanding at any time. Defaulted participant notes are reclassified as distributions based upon the terms of the Plan document.

Forfeited Accounts

The amounts in the forfeiture account at year end are used to offset Employer contributions or pay any reasonable costs and expenses incurred on behalf of the Plan. Any balance in the forfeiture account at December 31st is carried over to the next year. The forfeiture account totaled \$12,226 and \$9,089 as of December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, \$25 was used to reduce administrative expenses.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of the Plan’s financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits and changes therein and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments in registered investment companies and the common collective trust are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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. Net appreciation or depreciation includes the Plan’s gains and losses on investments bought and sold, as well as held during the year. Dividends are recorded on the ex-dividend date.

Management fees charged to the Plan for investments in registered investment companies (mutual funds) are based on assets invested and are deducted on a daily basis. Management fees are reflected as a reduction of investment return for such investments.

Notes from Participants

Notes from participants are measured at their unpaid, principal balance plus any accrued unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document. As December 31, 2023 and 2022, there were delinquent participant notes of \$1,776 and \$0, respectively. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Most administrative expenses for maintaining the Plan are paid by the Employer. Expenses paid by the Employer are excluded from these financial statements. Note application fees and investment services are charged to the individual participant’s account.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Uncertain Tax Positions

U.S. GAAP requires the Plan Administrator 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 or the DOL. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2023 and 2022, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or asset, or disclosure, in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 3 – CERTIFIED INFORMATION

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule (Schedule H, Line 4i – Schedule of Assets (Held at End of Year)), including investments and notes receivable from participants held at December 31, 2023 and 2022, and the related investment activity and interest income on notes receivable from participants for the year ended December 31, 2023, was obtained by plan management and agreed to or was derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic No. 820 (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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 as of December 31, 2023 and 2022.

Registered investment companies (mutual funds):

Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-end registered investment companies that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transfer at that price. The registered investment companies held by the Plan are deemed to be actively traded.

Common collective trust:

Units held in common collective trust (CCT) are valued using the net asset value practical expedient (NAV practical expedient) of the CCT as reported by the CCT managers. The NAV practical expedient is based on fair value of the underlying assets owned by the CCT, minus its liabilities, and then divided by the number of units outstanding. The NAV of a CCT is calculated based on a compilation of primarily observable market information. The following table provides additional information for investments in the CCT that calculates net assets value per share (or its equivalent):

	<u>2023</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>	<u>Redemption Restrictions</u>
Managed Income Portfolio Class 2	\$ 247,603	Daily	10 days	a)
	<u>2022</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>	<u>Redemption Restrictions</u>
Managed Income Portfolio Class 2	\$ 529,224	Daily	10 days	a)

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- a) Participants in a plan or trust invested in this Fund are prohibited from directing investments into a competing fund without first investing in a non-competing fund for at least ninety (90) days. Managed Income Portfolio pays qualified participant withdrawals at book value, as well as plan terminations (subject to potential imposition of a 12-month “put” in Fidelity’s discretion).

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

The following tables set forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2023 and 2022 for all recurring items:

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$15,426,119</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,426,119</u>
Total investments in the fair value hierarchy	<u>\$15,426,119</u>	<u>\$ -</u>	<u>\$ -</u>	<u>15,426,119</u>
Total investments measured at NAV (a)				<u>247,603</u>
Total				<u>\$ 15,673,722</u>

	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$13,066,743</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,066,743</u>
Total investments in the fair value hierarchy	<u>\$13,066,743</u>	<u>\$ -</u>	<u>\$ -</u>	<u>13,066,743</u>
Total investments measured at NAV (a)				<u>529,224</u>
Total				<u>\$ 13,595,967</u>

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the Statement of Net Assets Available for Benefits.

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

Plan investments are managed by Fidelity Investments, a related party to Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions permitted by the United States Department of Labor's (DOL) Rules and Regulations. Burnham Gibson is the investment advisor, and therefore, these transactions qualify as party-in-interest transactions permitted by the DOL's Rules and Regulations. For the plan year ended on December 31, 2023, the Plan paid fees of \$65,972 to Fidelity Investments and \$50,111 to Burnham Gibson Wealth Advisors, LLC for investment advisory services. Notes receivable from participants and the related interest income of \$6,425 are also considered related-party transactions.

NOTE 6 – PLAN TERMINATION

Although the Board of Directors has not expressed such intent, the Employer, by action of its Board of Directors, reserves the right, at any time, to amend or terminate the Plan. Upon termination of the Plan, further contributions to the Plan shall cease, and all participants who are affected by such termination shall become 100% vested. Thus, net assets available for plan benefits would be distributed to the participants based on each participant's interest in the Plan.

NOTE 7 – TAX STATUS

Effective May 20, 2022, the Plan adopted a non-standardized form of a pre-approved profit sharing plan sponsored by FMR LLC. The profit sharing plan provider has received an opinion letter from the IRS as to the profit sharing plan's qualified status. The profit sharing plan opinion letter has been relied upon by the Plan. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes the Plan is designed, and is being operated in compliance, with the applicable provisions of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements. The Plan's management will make any changes deemed necessary to ensure the Plan maintains its tax-exempt status.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the risk associated with certain investments securities, it is at least reasonably possible that changes in the values of investments 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.

NOTE 9 – PROHIBITED TRANSACTIONS

As required by ERISA Section 2510.3-102, the Employer is required to segregate participant contributions from its general assets and remit them to the Plan as soon as administratively feasible.

During the Plan year ended December 31, 2022, the Employer failed to remit certain participant contributions totaling \$6,473 of participant deferrals within the required timeframe as stated by the DOL. In November 2023, the Employer deposited the late lost earnings on the late contributions with the Plan trustee.

During the Plan year ended December 31, 2023, the Employer failed to remit certain participant contributions totaling \$41 within the required timeframe as stated by the DOL. The Employer will calculate and deposit the lost earnings on the \$41 of late participant contributions outside of the DOL's Voluntary Fiduciary Correction Program in 2024.

NOTE 10 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 14, 2024, the date the financial statements were made available to be issued.

SUPPLEMENTAL INFORMATION

HAPPY MONEY 401(K) PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

December 31, 2023

Plan Sponsor EIN: 26-4419538
Plan number: 001

Pay Dates	Participant Contributions Transferred Late to Plan		Totals that Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
	Check here if late participant loan repayments are included ☐		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
2022	\$	6,473	\$ -	\$ 6,473	\$ -	\$ -	-
2023	\$	41	\$ 41	\$ -	\$ -	\$ -	-

See Independent Auditor's Report.

HAPPY MONEY 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2023

EIN #26-4419538
Plan #001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Common collective trust			
* Fidelity		Managed Income Portfolio Class 2	\$ 247,603
Registered investment companies			
	PIF	PIF SMCP GRTH I R6	93,876
	Blackrock	BLK RK LP IDX 2060 K	1,280,597
	Mass Mutual	MM HIGH YIELD I	21,845
	Dodge & Cox	DODGE & COX STOCK I	121,266
	Pioneer	PIONEER BOND K	48,247
	MIGNX	MFS MA INV GR STK R6	563,626
	AF	AF NEW WORLD R6	122,998
	JPMorgan	JPM EQUITY INCOME R6	72,613
	AS	AS SPL MID CP VAL R6	78,398
	MIGNX	MFS MID CAP GRTH R6	97,642
	AS	AS SPL SM CAP VAL R6	80,008
	PGIM	PGIM GLB TOT RTN R6	14,180
	JPMorgan	JPM LG CAP GROWTH R6	797,817
	Blackrock	BLK RK LP IDX RTMT K	139,367
	Blackrock	BLK RK LP IDX 2030 K	315,089
	Blackrock	BLK RK LP IDX 2040 K	851,248
	Blackrock	BLK RK LP IDX 2050 K	2,008,888
	Blackrock	BLK RK LP IDX 2025 K	135,694
	Blackrock	BLK RK LP IDX 2035 K	395,819
	Blackrock	BLK RK LP IDX 2045 K	1,881,813
	Blackrock	BLK RK LP IDX 2055 K	1,871,272
* Fidelity		FID INTL GROWTH	36,340
* Fidelity		FID US BOND IDX	356,340
* Fidelity		FID 500 INDEX	2,815,298
* Fidelity		FID MID CAP IDX	540,298
* Fidelity		FID REAL ESTATE IDX	72,242
* Fidelity		FID SM CAP IDX	285,875
* Fidelity		FID INTL INDEX	327,423
	Total registered investment companies		15,426,119
	Total investments held		15,673,722
* Notes receivable from participants		(Interest rates from 3.25–8.50%, collateralized by participants' account balances and maturing through June 5, 2028.)	83,537
	Total		\$ 15,757,259

* Denotes party-in-interest as defined by ERISA

See Independent Auditor's Report.

HAPPY MONEY 401(K) PLAN
FINANCIAL REPORT
DECEMBER 31, 2023

HAPPY MONEY 401(K) PLAN

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INDEPENDENT AUDITOR'S REPORT

Plan Committee
Happy Money 401(k) Plan

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

We have performed audits of the financial statements of Happy Money 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 plan benefits as of December 31, 2023 and 2022, the related statement of changes in net assets available for plan 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 (DOL) 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

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 U.S. GAAP.

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 schedules of Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of December 31, 2023 and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not required parts of the financial statements but are supplementary information required by the DOL'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 their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL'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).

Singer Lewak LLP

October 14, 2024

HAPPY MONEY 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
December 31,

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at fair value		
Registered investment companies	\$ 15,426,119	\$ 13,066,743
Common collective trust	<u>247,603</u>	<u>529,224</u>
Total investments, at fair value	<u>15,673,722</u>	<u>13,595,967</u>
Receivables		
Notes from participants	<u>83,537</u>	<u>217,149</u>
Net assets available for plan benefits	<u>\$ 15,757,259</u>	<u>\$ 13,813,116</u>

See notes to the financial statements.

HAPPY MONEY 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
Year Ended December 31, 2023

Additions to net assets attributed to

Investment income:

Net appreciation in fair value of investments	\$ 2,445,766
Dividend and interest income on investments	<u>318,221</u>

Total investment income	<u>2,763,987</u>
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Interest income on notes receivable from participants	<u>6,425</u>
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Contributions:

Participants'	2,794,208
Employer's	609,201
Rollovers	<u>263,312</u>

Total contributions	<u>3,666,721</u>
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Total additions	<u>6,437,133</u>
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Deductions from net assets attributed to

Benefits paid to participants	4,369,781
Deemed distributions of notes from participants	1,776
Administrative expenses	<u>121,433</u>

Total deductions	<u>4,492,990</u>
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Net increase in net assets	1,944,143
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Net assets available for plan benefits, beginning of year	<u>13,813,116</u>
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Net assets available for plan benefits, end of year	<u>\$ 15,757,259</u>
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See notes to the financial statements.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF THE PLAN

The following brief description of Happy Money 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 Section 401(k) of the Internal Revenue Code (IRC). The Plan was established on January 8, 2020. The Plan covers substantially all employees of Happy Money, Inc (the “Employer”). The Plan is administered by management of the Employer and is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company, the trustee, is responsible for the custody and management of the Plan’s assets. Burnham Gibson Wealth Advisors (“Burnham Gibson”) is used by the Plan as investment advisors.

Eligibility

All employees are eligible to participate in the Plan who are not union employees. Participation in the Plan may begin immediately upon employment.

Contributions

Participants may elect to contribute, on a pretax basis or as Roth deferrals, up to 100% of their eligible compensation, in an amount not in excess of the maximum allowed by the IRC. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. During the year ended December 31, 2023, the Employer matched 50% of participant contributions up to 6% per paycheck with a maximum contribution of \$3,000. Additional amounts may be contributed at the discretion of the Employer. No discretionary contributions were made for the year ended December 31, 2023. Participants may also roll over amounts representing distributions from other qualified defined benefit or contribution plans. All Employer contributions are invested in the manner in which a participant directs his or her investments.

Participant Accounts

Individual accounts are maintained for each of the Plan’s participants. Each participant’s account is credited with the participant’s contributions, rollovers from qualified plans, Plan earnings or losses and an allocation of the Employer’s matching contribution and discretionary contribution, if any. Plan earnings are allocated based on participant 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.

Investment Options

Participants may direct all contributions, as desired, in any of several investment options held offered by the Plan. Investment elections may be changed online or through telephone access at any time.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF THE PLAN (Continued)

Vesting

Employee and Employer contributions, rollovers, and actual earnings on all such contributions are fully vested at all times.

Benefit Payments

Upon termination of employment with the Employer, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account or installment payments. In the event of death or total and permanent disability, a participant's beneficiary or the participant is entitled to the total value of the participant's account. If the total vested account balance under the Plan is between \$1,000 and \$5,000, the vested balance will be automatically rolled over to an individual retirement account selected by the Plan Administrator. For balances of \$1,000 or less, the entire vested account balance will be automatically distributed in a lump-sum payment.

Financial Hardship Distributions

The Plan allows hardship withdrawals in accordance with Internal Revenue Service (IRS) regulations. Among other things, the withdrawal must be necessary in light of immediate and heavy financial needs of the participant and is limited to certain purposes.

Notes from Participants

Participants may borrow from their account a minimum of \$1,000 up to a maximum of 50% of their vested account balance, not to exceed \$50,000. The notes are secured by the balance in the participant's account and bear a reasonable interest rate that is determined by the Plan Administrator. Current note interest rates range from 3.25% to 8.50% with maturity dates through June 5, 2028 as of December 31, 2023 and 2022. Note terms are normally up to five years but may be longer for the purchase of a primary residence of the participant. Principal and interest are paid ratably through biweekly payroll deductions. Notes are due and payable upon termination of the participant. Participants may only have one loan outstanding at any time. Defaulted participant notes are reclassified as distributions based upon the terms of the Plan document.

Forfeited Accounts

The amounts in the forfeiture account at year end are used to offset Employer contributions or pay any reasonable costs and expenses incurred on behalf of the Plan. Any balance in the forfeiture account at December 31st is carried over to the next year. The forfeiture account totaled \$12,226 and \$9,089 as of December 31, 2023 and 2022, respectively. During the year ended December 31, 2023, \$25 was used to reduce administrative expenses.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

Use of Estimates

The preparation of the Plan’s financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits and changes therein and, when applicable, disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments in registered investment companies and the common collective trust are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. 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. Net appreciation or depreciation includes the Plan’s gains and losses on investments bought and sold, as well as held during the year. Dividends are recorded on the ex-dividend date.

Management fees charged to the Plan for investments in registered investment companies (mutual funds) are based on assets invested and are deducted on a daily basis. Management fees are reflected as a reduction of investment return for such investments.

Notes from Participants

Notes from participants are measured at their unpaid, principal balance plus any accrued unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document. As December 31, 2023 and 2022, there were delinquent participant notes of \$1,776 and \$0, respectively. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Most administrative expenses for maintaining the Plan are paid by the Employer. Expenses paid by the Employer are excluded from these financial statements. Note application fees and investment services are charged to the individual participant’s account.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Uncertain Tax Positions

U.S. GAAP requires the Plan Administrator 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 or the DOL. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2023 and 2022, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or asset, or disclosure, in the financial statements. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 3 – CERTIFIED INFORMATION

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule (Schedule H, Line 4i – Schedule of Assets (Held at End of Year)), including investments and notes receivable from participants held at December 31, 2023 and 2022, and the related investment activity and interest income on notes receivable from participants for the year ended December 31, 2023, was obtained by plan management and agreed to or was derived from information certified as complete and accurate by Fidelity Management Trust Company (the trustee of the Plan).

NOTE 4 – FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board Accounting Standards Codification Topic No. 820 (ASC 820) establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques 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 as of December 31, 2023 and 2022.

Registered investment companies (mutual funds):

Valued at the daily closing price as reported by the fund. Registered investment companies held by the Plan are open-end registered investment companies that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transfer at that price. The registered investment companies held by the Plan are deemed to be actively traded.

Common collective trust:

Units held in common collective trust (CCT) are valued using the net asset value practical expedient (NAV practical expedient) of the CCT as reported by the CCT managers. The NAV practical expedient is based on fair value of the underlying assets owned by the CCT, minus its liabilities, and then divided by the number of units outstanding. The NAV of a CCT is calculated based on a compilation of primarily observable market information. The following table provides additional information for investments in the CCT that calculates net assets value per share (or its equivalent):

	<u>2023</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>	<u>Redemption Restrictions</u>
Managed Income Portfolio Class 2	\$ 247,603	Daily	10 days	a)
	<u>2022</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>	<u>Redemption Restrictions</u>
Managed Income Portfolio Class 2	\$ 529,224	Daily	10 days	a)

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- a) Participants in a plan or trust invested in this Fund are prohibited from directing investments into a competing fund without first investing in a non-competing fund for at least ninety (90) days. Managed Income Portfolio pays qualified participant withdrawals at book value, as well as plan terminations (subject to potential imposition of a 12-month “put” in Fidelity’s discretion).

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

The following tables set forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2023 and 2022 for all recurring items:

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$15,426,119</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 15,426,119</u>
Total investments in the fair value hierarchy	<u>\$15,426,119</u>	<u>\$ -</u>	<u>\$ -</u>	<u>15,426,119</u>
Total investments measured at NAV (a)				<u>247,603</u>
Total				<u>\$ 15,673,722</u>

	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$13,066,743</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,066,743</u>
Total investments in the fair value hierarchy	<u>\$13,066,743</u>	<u>\$ -</u>	<u>\$ -</u>	<u>13,066,743</u>
Total investments measured at NAV (a)				<u>529,224</u>
Total				<u>\$ 13,595,967</u>

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)

- (a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit the reconciliation of the fair value hierarchy to the line items presented in the Statement of Net Assets Available for Benefits.

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

Plan investments are managed by Fidelity Investments, a related party to Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions permitted by the United States Department of Labor's (DOL) Rules and Regulations. Burnham Gibson is the investment advisor, and therefore, these transactions qualify as party-in-interest transactions permitted by the DOL's Rules and Regulations. For the plan year ended on December 31, 2023, the Plan paid fees of \$65,972 to Fidelity Investments and \$50,111 to Burnham Gibson Wealth Advisors, LLC for investment advisory services. Notes receivable from participants and the related interest income of \$6,425 are also considered related-party transactions.

NOTE 6 – PLAN TERMINATION

Although the Board of Directors has not expressed such intent, the Employer, by action of its Board of Directors, reserves the right, at any time, to amend or terminate the Plan. Upon termination of the Plan, further contributions to the Plan shall cease, and all participants who are affected by such termination shall become 100% vested. Thus, net assets available for plan benefits would be distributed to the participants based on each participant's interest in the Plan.

NOTE 7 – TAX STATUS

Effective May 20, 2022, the Plan adopted a non-standardized form of a pre-approved profit sharing plan sponsored by FMR LLC. The profit sharing plan provider has received an opinion letter from the IRS as to the profit sharing plan's qualified status. The profit sharing plan opinion letter has been relied upon by the Plan. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator believes the Plan is designed, and is being operated in compliance, with the applicable provisions of the IRC. Therefore, no provision for income tax has been included in the Plan's financial statements. The Plan's management will make any changes deemed necessary to ensure the Plan maintains its tax-exempt status.

HAPPY MONEY 401(K) PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 8 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in any combination of investment securities offered by the Plan. Investments are exposed to various risks, such as interest rate, market, and credit risks. Due to the risk associated with certain investments securities, it is at least reasonably possible that changes in the values of investments 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.

NOTE 9 – PROHIBITED TRANSACTIONS

As required by ERISA Section 2510.3-102, the Employer is required to segregate participant contributions from its general assets and remit them to the Plan as soon as administratively feasible.

During the Plan year ended December 31, 2022, the Employer failed to remit certain participant contributions totaling \$6,473 of participant deferrals within the required timeframe as stated by the DOL. In November 2023, the Employer deposited the late lost earnings on the late contributions with the Plan trustee.

During the Plan year ended December 31, 2023, the Employer failed to remit certain participant contributions totaling \$41 within the required timeframe as stated by the DOL. The Employer will calculate and deposit the lost earnings on the \$41 of late participant contributions outside of the DOL's Voluntary Fiduciary Correction Program in 2024.

NOTE 10 – SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through October 14, 2024, the date the financial statements were made available to be issued.

SUPPLEMENTAL INFORMATION

HAPPY MONEY 401(K) PLAN

SCHEDULE H, LINE 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

December 31, 2023

Plan Sponsor EIN: 26-4419538
Plan number: 001

Pay Dates	Participant Contributions Transferred Late to Plan		Totals that Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51	
	Check here if late participant loan repayments are included ☐		Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP			
2022	\$	6,473	\$ -	\$ 6,473	\$ -	\$ -		-
2023	\$	41	\$ 41	\$ -	\$ -	\$ -		-

See Independent Auditor's Report.

HAPPY MONEY 401(K) PLAN
SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2023

EIN #26-4419538
Plan #001

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e) Current Value
Common collective trust			
* Fidelity		Managed Income Portfolio Class 2	\$ 247,603
Registered investment companies			
	PIF	PIF SMCP GRTH I R6	93,876
	Blackrock	BLK RK LP IDX 2060 K	1,280,597
	Mass Mutual	MM HIGH YIELD I	21,845
	Dodge & Cox	DODGE & COX STOCK I	121,266
	Pioneer	PIONEER BOND K	48,247
	MIGNX	MFS MA INV GR STK R6	563,626
	AF	AF NEW WORLD R6	122,998
	JPMorgan	JPM EQUITY INCOME R6	72,613
	AS	AS SPL MID CP VAL R6	78,398
	MIGNX	MFS MID CAP GRTH R6	97,642
	AS	AS SPL SM CAP VAL R6	80,008
	PGIM	PGIM GLB TOT RTN R6	14,180
	JPMorgan	JPM LG CAP GROWTH R6	797,817
	Blackrock	BLK RK LP IDX RTMT K	139,367
	Blackrock	BLK RK LP IDX 2030 K	315,089
	Blackrock	BLK RK LP IDX 2040 K	851,248
	Blackrock	BLK RK LP IDX 2050 K	2,008,888
	Blackrock	BLK RK LP IDX 2025 K	135,694
	Blackrock	BLK RK LP IDX 2035 K	395,819
	Blackrock	BLK RK LP IDX 2045 K	1,881,813
	Blackrock	BLK RK LP IDX 2055 K	1,871,272
* Fidelity		FID INTL GROWTH	36,340
* Fidelity		FID US BOND IDX	356,340
* Fidelity		FID 500 INDEX	2,815,298
* Fidelity		FID MID CAP IDX	540,298
* Fidelity		FID REAL ESTATE IDX	72,242
* Fidelity		FID SM CAP IDX	285,875
* Fidelity		FID INTL INDEX	327,423
	Total registered investment companies		15,426,119
	Total investments held		15,673,722
* Notes receivable from participants		(Interest rates from 3.25–8.50%, collateralized by participants' account balances and maturing through June 5, 2028.)	83,537
	Total		\$ 15,757,259

* Denotes party-in-interest as defined by ERISA

See Independent Auditor's Report.