

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 SPIRIT BANKCORP, INC. 401(K) PLAN AND TRUST
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1984
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) SPIRIT BANKCORP, INC. 1800 SOUTH BALTIMORE TULSA, OK 74119
2b	Employer Identification Number (EIN) 73-1131847
2c	Plan Sponsor's telephone number 918-295-7262
2d	Business code (see instructions) 522110

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	SHAWN NICHOLS
	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	5 271
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) 128 6a(2) 122 6b 0 6c 12 6d 134 6e 0 6f 134 6g(1) 238 6g(2) 98 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

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 1
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan SPIRIT BANKCORP, INC. 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SPIRIT BANKCORP, INC.	D Employer Identification Number (EIN) 73-1131847	

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

(a) Name of insurance carrier
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	063-87021	134	01/01/2023	12/31/2023

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

(a) Total amount of commissions paid	(b) Total amount of fees paid

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	560833
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	0

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year.....**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☒ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year**7b**

1637968

c Additions: (1) Contributions deposited during the year**7c(1)**

84656

(2) Dividends and credits

7c(2)

0

(3) Interest credited during the year

7c(3)

19099

(4) Transferred from separate account.....

7c(4)

0

(5) Other (specify below)

7c(5)

808

▶ GIO

(6) Total additions

7c(6)

104563

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

1742531

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

1078553

(2) Administration charge made by carrier

7e(2)

803

(3) Transferred to separate account.....

7e(3)

0

(4) Other (specify below)

7e(4)

102342

▶ GIO

(5) Total deductions

7e(5)

1181698

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

560833

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	0
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	0
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount	10b	

Specify nature of costs.

Part IV Provision of Information

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

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

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

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

A Name of plan SPIRIT BANKCORP, INC. 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 SPIRIT BANKCORP, INC.	D Employer Identification Number (EIN) 73-1131847

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

Yes

X

No
- b

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

(b)

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

(b)

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

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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)

NATIONWIDE

ONE NATIONWIDE PLAZA
COLUMBUS, OH 43215

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 64	TRUST RECORDKEEPER	10553	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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 SPIRIT BANKCORP, INC. 401(K) PLAN AND TRUST	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 SPIRIT BANKCORP, INC.	D Employer Identification Number (EIN) 73-1131847	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	10691	15821
(2) Participant contributions	1b(2)	20274	25713
(3) Other	1b(3)	1477	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	102804	138800
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9980149	11566492
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1637968	560833
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	527792	505448
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	12281155	12813107
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	12281155	12813107

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)	319708	
(B) Participants	2a(1)(B)	657730	
(C) Others (including rollovers)	2a(1)(C)	34853	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1012291
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	10982	
(F) Other	2b(1)(F)	3270	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		14252
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1805488
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		2832040

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2289535	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2289535
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	10553	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		10553
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2300088

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		531952
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: EIDE BAILLY

(2) EIN: 45-0250958

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		5000000
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 SPIRIT BANKCORP, INC. 401(K) PLAN AND TRUST				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 SPIRIT BANKCORP, INC.				D Employer Identification Number (EIN) 73-1131847	
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	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 31-4156830					
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year				3	
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)					
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A					
If the plan is a defined benefit plan, go to line 8.					
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____					
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....				6a	
b Enter the amount contributed by the employer to the plan for this plan year.....				6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)				6c	
If you completed line 6c, skip lines 8 and 9.					
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A					
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A					
Part III Amendments					
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No					
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.					
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No					
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No					
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No					
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No					
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.				Schedule R (Form 5500) 2023 v. 230707	

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☒ Design-based safe harbor method ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702763A</u> .	

Financial Statements

December 31, 2023 and 2022

Spirit Bankcorp, Inc. 401(k) Plan and Trust

Spirit Bankcorp, Inc. 401(k) Plan and Trust

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December 31, 2023 and 2022

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Spirit Bankcorp, Inc. 401(k) Plan and Trust
Statements of Net Assets Available for Benefits
December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at fair value	\$ 12,071,940	\$ 10,507,941
Investments, at contract value	560,833	1,637,968
Notes receivable from participants	138,800	102,804
Contributions receivable		
Employer	15,821	10,691
Participant	<u>25,713</u>	<u>21,751</u>
Net Assets Available for Benefits	<u>\$ 12,813,107</u>	<u>\$ 12,281,155</u>

Spirit Bankcorp, Inc. 401(k) Plan and Trust
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2023

Additions	
Investment Income	
Net appreciation in fair value of investments	<u>\$ 1,808,758</u>
Interest income on notes receivable from participants	<u>10,991</u>
Contributions	
Employer	319,708
Participant	657,730
Other	<u>34,853</u>
	<u>1,012,291</u>
Total additions	<u>2,832,040</u>
Deductions	
Benefits paid to participants	2,289,535
Administrative expenses	<u>10,553</u>
Total deductions	<u>2,300,088</u>
Net increase	531,952
Net Assets Available for Benefits	
Beginning of year	<u>12,281,155</u>
End of year	<u>\$ 12,813,107</u>

Note 1 - Description of Plan

The following brief description of the Spirit Bankcorp, Inc. 401(k) Plan and Trust (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering qualified employees of Spirit Bankcorp, Inc. (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In previous years, the Plan was structured as an employee stock ownership plan and was a qualified stock bonus plan, with a qualified cash or deferred arrangement. The trust associated with the Plan holds Company stock that was acquired by the trust while the Plan was structured as an employee stock ownership plan.

The 401(k) Committee determines the appropriateness of the Plan's investment offerings, and monitors investment performance.

Eligibility and Entry Date

Employees are eligible to participate in the Plan on the first day of the month coinciding with or following the date they are 18 years of age. Employees who have attained the age of 18, with at least 1,000 hours of service during the Plan year and are employed on the last day of the Plan year are also eligible for discretionary profit-sharing contributions on January 1 or July 1, following the date the eligibility conditions are met. Leased employees are excluded from participation in the Plan.

Contributions

Each year, participants may contribute up to 100% of their pretax annual compensation, as defined in the Plan. Contributions are subject to certain Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan allows participants to designate contributions as Roth contributions. Participants may also contribute amounts representing distributions from other qualified plans (rollover). The Company makes safe harbor matching contributions of 100% of the first 3% of base compensation and 50% of the next 2% of base compensation that a participant contributes to the Plan. Additionally, match or profit-sharing amounts may be contributed at the discretion of the Company's Board of Directors. No such additional match or discretionary contributions were made for the year ended December 31, 2023.

Participant Accounts

Each participant's account is credited with the participant's contributions and the Company safe harbor matching contributions, as well as allocations of the Company discretionary match and profit-sharing contributions and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant's compensation, account balances or specific participant transactions, as defined by the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options

Upon enrollment to the Plan, a participant may direct deferrals and employer contributions in any of the funds offered by the Plan, except for Spirit Bankcorp, Inc. common stock. Participants may change their investment options daily.

Vesting

Participants are vested immediately in their contributions and the Company's discretionary match and safe harbor matching contributions, plus actual earnings thereon. Vesting in the Company's discretionary profit-sharing contribution portion of their accounts is based on years of continuous service. A participant is 40% vested after 2 years of service, as defined by the Plan, and continue to vest at the rate of 20% for each successive year of service until 100% vested after 5 years of credited service.

Forfeitures

There were no forfeited non-vested accounts at December 31, 2023 and 2022.

Notes Receivable from Participants

Participants may borrow from their fund accounts, a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant's account. The note interest rate is set at 2% above the prime rate. Principal and interest are paid ratably through payroll deductions over a period not to exceed five years. A participant may have no more than one outstanding note at any one time.

Payment of Benefits

Participants may elect to receive either a lump-sum amount equal to the value of their vested interest as defined in the Plan document upon retirement, termination of service, death or disability. A terminated participant with a balance of less than \$5,000 may be automatically paid out by the Plan upon termination. Any terminated participant with a balance between \$1,000 and \$5,000 can still be automatically paid out if their balance is rolled into a qualified Individual Retirement Account. Distributions may be made at the participant's election prior to termination upon attainment of age 59 ½ or hardship as defined in the Plan document. Distributions to participants attributable to Company stock shall be periodic payments over a period not greater than 5 years unless the account balance attributable to Company stock is greater than \$500,000.

Plan Termination

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

Note 2 - Significant Accounting Policies**Basis of Accounting**

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

Use of Estimates

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

Contributions

Participant contributions and the related company matching and profit sharing contributions are recorded in the year in which the employee contributions are withheld from compensation.

Investment Valuation and Income Recognition

Investments are reported at fair value except for the fully benefit-responsive investment contract, which is reported at contract 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. Contract value is the relevant measure for the portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants

normally would receive if they were to initiate permitted transactions under the terms of the Plan. The Company determines the Plan's valuation policies utilizing information provided by the custodian. See Note 3 for discussion of fair value measurements.

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

The classification of investment earnings reported in the statement of changes in net assets available for benefits may differ from the classification of earnings on Form 5500 due to different reporting requirements on Form 5500.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent notes receivable are recorded as distributions based upon the terms of the Plan document.

Payments of Benefits

Benefit payments to participants are recorded upon distribution.

Expenses

The Plan's expenses are paid by either the Plan or the Company, as provided by the Plan document. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statement of changes in net asset available for benefits. In addition, certain investment related expenses are included in net appreciation in fair value of investments presented in the accompanying statement of changes in net assets available for benefits.

Note 3 - Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the FASB ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

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

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

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

The asset's 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.

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

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

Spirit Bankcorp, Inc. common stock - The fair value of the Company common stock held in the Plan is valued at the estimated fair value based upon an independent appraiser. The appraised value is based upon a combination of the market and income valuation techniques. The appraiser takes into account historical and projected cash flow and net income, discount rates, return on assets, return on equity, market comparables and estimated fair value of Company assets and liabilities, including discounts for lack of control and lack of marketability.

Spirit Bankcorp, Inc. 401(k) Plan and Trust

Notes to Financial Statements

December 31, 2023 and 2022

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:

2023				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 11,566,492	\$ -	\$ -	\$ 11,566,492
Spirit Bankcorp, Inc. common stock	-	-	505,448	505,448
Total investments at fair value	<u>\$ 11,566,492</u>	<u>\$ -</u>	<u>\$ 505,448</u>	<u>\$ 12,071,940</u>
2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 9,980,149	\$ -	\$ -	\$ 9,980,149
Spirit Bankcorp, Inc. common stock	-	-	527,792	527,792
Total investments at fair value	<u>\$ 9,980,149</u>	<u>\$ -</u>	<u>\$ 527,792</u>	<u>\$ 10,507,941</u>

Changes in Fair Value of Level 3 Assets

The table below sets forth certain changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2023:

	Spirit Bankcorp, Inc. Common Stock
Transfers in	\$ -
Transfers out	-
Purchases	-
Distribution of 53 shares	25,614
Appreciation of stock	3,270

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of December 31, 2023 and 2022, respectively, and the significant unobservable inputs and the ranges of values for those inputs:

2023				
Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Common Stock	\$ 505,448	Independent Valuation	Discount Rate Terminal Capitalization Rate	4.20% 13.10%
2022				
Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs	Range of Significant Input Values
Common Stock	\$ 527,792	Independent Valuation	Discount Rate Terminal Capitalization Rate	4.14% 13.50%

The significant unobservable inputs used in the fair value measurement of the Plan's investment in Spirit Bankcorp Inc.'s common stock are the selection of certain investment rates (Discount Rate and Terminal Capitalization Rate). Significant increases (decreases) in any of those inputs in isolation would result in a significantly lower (higher) fair value, respectively.

Note 4 - Certified Information

Other than the investment in Spirit Bankcorp, Inc. common stock and the related earnings and distributions during the year ended December 31, 2023 and 2022, all investment information for the Plan disclosed in the accompanying financial statements and supplemental schedule, including investments held at December 31, 2023 and 2022, and net appreciation in fair value of investments, interest, and dividends for the year ended December 31, 2023, was obtained or derived from information provided to the Plan Administrator and certified as complete and accurate by Nationwide Financial. Spirit Bankcorp, Inc. common stock of \$505,448 and \$527,792 as of December 31, 2023 and 2022, respectively, net appreciation of \$3,270 and distributions of \$25,614 for the year ended December 31, 2023, were not certified by the custodian.

Note 5 - Tax Status

The Plan uses a pre-approved plan document sponsored by DST Retirement Solutions, LLC, which received an advisory letter from the Internal Revenue Service (IRS), dated June 30, 2020, stating that the pre-approved document satisfies the applicable provisions of the IRC. The Plan's management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 6 - Contract with Insurance Company

The Plan entered into a traditional fully benefit-responsive group annuity contract (GAC) with Nationwide Life Insurance Company (Nationwide). Nationwide maintains the contributions in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

The GAC issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 2%. Such interest rates are reviewed annually for resetting. The GAC does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Because the GAC is fully benefit-responsive, contract value is the relevant measure for the GAC, as this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value as reported to the Plan by Nationwide represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The contract value of the investment contract at December 31, 2023 and 2022, was \$560,833 and \$1,637,968, respectively.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) failure of the Plan to meet certain IRS Code sections, (3) termination or partial termination of the Plan, (4) breach of the Investment Agreement, or (5) premature termination of the contract by Nationwide without proper notification. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that would limit the ability of the Plan to transact at contract value with the participants.

Note 7 - Related Party and Party-in-Interest Transactions

Certain Plan investments consist of mutual funds and a GAC managed by Nationwide, as defined by the Plan. As described in Note 2, the Plan paid certain expenses related to Plan operations and investment activity to various service providers. The Plan invests in Company common stock. These transactions are exempt related party and party-in-interest transactions under ERISA.

Note 8 - Risks and Uncertainties

The Plan invests in various investment securities and the Company's common stock. These investments are exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows, and other such techniques. Market risks include global events which could impact the value of investment securities, such as a pandemic or global conflict. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 9 - Investment in Company Stock

The Plan's investments in Company Common Stock as of December 31, 2023 and 2022 were as follows:

	2023	2022
Company Common Stock		
Number of shares	1,038	1,090
Cost	\$ 104	\$ 109
Fair Value	505,448	527,792

Note 10 - Subsequent Events

The Company has evaluated subsequent events through October 15, 2024, the date which the financial statements were available to be issued.

Supplementary Information

December 31, 2023

Spirit Bankcorp, Inc. 401(k) Plan and Trust

Spirit Bankcorp, Inc. 401(k) Plan and Trust
Schedule H, Line 4i – Schedule of Assets Held at End of Year
December 31, 2023
Plan: 002

EIN: 73-1131847

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	Ab Gbl Bd I	Mutual Fund	N/A	\$ 4,166
	Amfds Gr Inc R6 +	Mutual Fund	N/A	11,952
	Amfds New Wld R6	Mutual Fund	N/A	35,615
	Artisan Intl Val Inst	Mutual Fund	N/A	205
	Baird Cor Pls Bd Inst	Mutual Fund	N/A	263,292
	Blkrk 80/20 Trgtalloc Inst	Mutual Fund	N/A	3,779
	Blackrock High Yield Portfolio - Class K	Mutual Fund	N/A	5,144
	Blkrk Hlth Scnc Oppr Inst +	Mutual Fund	N/A	2,998
	Blkrk Isrssll Mdcapindx K +	Mutual Fund	N/A	10,544
	Blkrk Strat Inc Oppr I	Mutual Fund	N/A	133,475
	Blkrk Ttl Rtn K	Mutual Fund	N/A	1,664
	Cohenstrs Realest Sec Inst	Mutual Fund	N/A	81
	Dfa Emrg Mkt Cor Eq Inst	Mutual Fund	N/A	12,205
	Diamond Hill Mdcap I	Mutual Fund	N/A	7,675
	Dodge & Cox International Stock Fund Class I	Mutual Fund	N/A	15,298
	Fed Hrms Inst Hiyldbd Inst	Mutual Fund	N/A	1,991
	Fid 500 Indx	Mutual Fund	N/A	739,293
	Fid Infl Prtct Bd Indx	Mutual Fund	N/A	80
	Fid Intl Indx	Mutual Fund	N/A	14,784
	Fid Us Bd Indx	Mutual Fund	N/A	9,272
	Fnkln Dynatech Adv +	Mutual Fund	N/A	11,998
	Gdmnscls Gqgptnrntloppr R6	Mutual Fund	N/A	15,554
	Hartford Divd Gr R6 +	Mutual Fund	N/A	11,895
	Jpm Eq Inc R5	Mutual Fund	N/A	146,838
	Jpm Lgcap Gr R6	Mutual Fund	N/A	11,976
	Lrdabt Gr Ldrs R5 +	Mutual Fund	N/A	1,628
	Mfs Cor Eq R4 +	Mutual Fund	N/A	3,155
	Mfs Mdcap Gr R6	Mutual Fund	N/A	7,431
	Mfs Mdcap Val R6 +	Mutual Fund	N/A	3,119
	Mfs New Disc R6 +	Mutual Fund	N/A	3,074
	Ms Insight I +	Mutual Fund	N/A	1,730
	Nw Geneva Smcapgr Inst Svc	Mutual Fund	N/A	236,369
	Nw Loomis Allcap Gr R6	Mutual Fund	N/A	13,730
	Impax Sustnbl Alloc Inst	Mutual Fund	N/A	4,718
	Pgim Ttl Rtn Bd R6	Mutual Fund	N/A	7,106
	Pimco Intl Bdusdlrhdginst	Mutual Fund	N/A	87

Spirit Bankcorp, Inc. 401(k) Plan and Trust
Schedule H, Line 4i – Schedule of Assets Held at End of Year
December 31, 2023
Plan: 002

EIN: 73-1131847

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost	Current Value
	Pimco Real Rtn Inst	Mutual Fund	N/A	\$ 5,064
	Pimcomdyrealrtnstratinst	Mutual Fund	N/A	6,843
	Prncpl Gbl Realest R6	Mutual Fund	N/A	8,487
	Putnam Large Cap Growth Fund - Class Y	Mutual Fund	N/A	941,483
	Nuveen Lifecycle Index 2010 Fund - Class R6	Mutual Fund	N/A	2,059
	Nuveen Lifecycle Index 2015 Fund - Class R6	Mutual Fund	N/A	89
	Nuveen Lifecycle Index 2020 Fund - Class R6	Mutual Fund	N/A	4,631
	Nuveen Lifecycle Index 2025 Fund - Class R6	Mutual Fund	N/A	1,800,884
	Nuveen Lifecycle Index 2030 Fund - Class R6	Mutual Fund	N/A	250,723
	Nuveen Lifecycle Index 2035 Fund - Class R6	Mutual Fund	N/A	3,016,734
	Nuveen Lifecycle Index 2040 Fund - Class R6	Mutual Fund	N/A	5,267
	Nuveen Lifecycle Index 2045 Fund - Class R6	Mutual Fund	N/A	1,344,296
	Nuveen Lifecycle Index 2050 Fund - Class R6	Mutual Fund	N/A	11,807
	Nuveen Lifecycle Index 2055 Fund - Class R6	Mutual Fund	N/A	606,476
	Nuveen Lifecycle Index 2060 Fund - Class R6	Mutual Fund	N/A	3,865
	Nuveen Lifecycle Index Retirement Income Fund - Class R6	Mutual Fund	N/A	272,577
	Vngrd Bal Indx Adml	Mutual Fund	N/A	321,253
	Vngrd Explr Adml	Mutual Fund	N/A	4,220
	Vngrd Gnma Adml	Mutual Fund	N/A	82
	Vngrd Intl Gr Adml	Mutual Fund	N/A	235,310
	Vngrd Ttl Intl Bd Idx Adml	Mutual Fund	N/A	5,254
	Vngrd Ttl Intlstkindx Adml	Mutual Fund	N/A	870
	Vngrd Ttl Stmkt Indx Fd As	Mutual Fund	N/A	401,773
	Vngrd Wlsly Inc Adml	Mutual Fund	N/A	88,770
	Avantis U.S. Small Cap Value Fund - Institutional Class	Mutual Fund	N/A	4,212
	Brown Advisory Sustainable Growth Fund - Institutional Shares	Mutual Fund	N/A	117,999
	Nuveen Lifecycle Index 2065 Fund - Class R6	Mutual Fund	N/A	2,002
	Victory Sycamore Established Value Fund - Class I	Mutual Fund	N/A	300,269
	Calvert International Equity Fund - Class I	Mutual Fund	N/A	328
	Avantis U.S. Large Cap Value Fund	Mutual Fund	N/A	13,904
	Prncpl Mdcap R6	Mutual Fund	N/A	35,037
*	Spirit Bankcorp, Inc. Common Stock	Common Stock, 1,038 shares	\$ 104	505,448
*	Guaranteed Interest Fund 1	Group Annuity Contract	N/A	560,833
*	Notes receivable from participants	Maturing 2024-2028 at interest rates of 5.25% - 9.00%	\$ -	138,800
				<u>\$ 12,771,573</u>

* A party-in-interest as defined by ERISA.

N/A - Not applicable for participant-directed plan.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Spirit Bankcorp, Inc. 401(K) Plan And Trust

Employer Identification Number:►

73-1131847

For plan year (beginning/ending):►

01/01/2023-12/31/2023

Plan number:► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	AB GLBL BD I	MUTUAL FUND		4166
	AMFDS GR INC R6	MUTUAL FUND		11952
	AMFDS NEW WLD R6	MUTUAL FUND		35615
	ARTISAN INTL VAL INST	MUTUAL FUND		205
	BAIRD COR PLS BD INST	MUTUAL FUND		263292
	BLKRK 80/20 TRGTALLOK INST	MUTUAL FUND		3779
	BLKRK HI YLD BD PORT K	MUTUAL FUND		5144
	BLKRK HLTH SCNC OPPI INST	MUTUAL FUND		2998
	BLKRK ISRSSL MDCAPINDX K	MUTUAL FUND		10544
	BLKRK STRAT INC OPPI I	MUTUAL FUND		133475
	BLKRK TTL RTN K	MUTUAL FUND		1664
	COHENSTRS REALEST SEC INST	MUTUAL FUND		81
	DFA EMRG MKT COR EQ INST	MUTUAL FUND		12205
	DIAMOND HILL MDCAP I	MUTUAL FUND		7675
	DODGECOX INTL STK CLASS I	MUTUAL FUND		15298
	FED HRMS INST HIYLDBD INST	MUTUAL FUND		1991
	FID 500 INDX	MUTUAL FUND		739293
	FID INFL PRTCT BD INDX	MUTUAL FUND		80
	FID INTL INDX	MUTUAL FUND		14784
	FID US BD INDX	MUTUAL FUND		9272
	FNKLN DYNATECH ADV	MUTUAL FUND		11998
	GDMNSCS GQGPTNRINTLOPPR R6	MUTUAL FUND		15554
	HARTFORD DIVD GR R6	MUTUAL FUND		11895
	JPM EQ INC R5	MUTUAL FUND		146838
	JPM LGCAP GR R6	MUTUAL FUND		11976
	LRDABT GR LDRS R5	MUTUAL FUND		1628
	MFS COR EQ R4	MUTUAL FUND		3155
	MFS MDCAP GR R6	MUTUAL FUND		7431
	MFS MDCAP VAL R6	MUTUAL FUND		3119
	MFS NEW DISC R6	MUTUAL FUND		3074
	MS INSIGHT I	MUTUAL FUND		1730
	NW GENEVA SMCAPGR INST SVC	MUTUAL FUND		236369
	NW LOOMIS ALLCAP GR R6	MUTUAL FUND		13730
	IMPAX SUSTNBL ALLOC INST	MUTUAL FUND		4718
	PGIM TTL RTN BD R6	MUTUAL FUND		7106
	PIMCO INTL BDUSDLRHDGINST	MUTUAL FUND		87
	PIMCO REAL RTN INST	MUTUAL FUND		5064
	PIMCOCOMDYREALRTNSTRATINST	MUTUAL FUND		6843
	PRNCPL GLBL REALEST R6	MUTUAL FUND		8487
	PUTNAM LARGE CAP GROWTH FUND - CLA	MUTUAL FUND		941483
	NUVEEN LIFECYCLE INDEX 2010 FUND	MUTUAL FUND		2059
	NUVEEN LIFECYCLE INDEX 2015 FUND	MUTUAL FUND		89
	NUVEEN LIFECYCLE INDEX 2020 FUND	MUTUAL FUND		4631
	NUVEEN LIFECYCLE INDEX 2025 FUND	MUTUAL FUND		1800884
	NUVEEN LIFECYCLE INDEX 2030 FUND	MUTUAL FUND		250723
	NUVEEN LIFECYCLE INDEX 2035 FUND	MUTUAL FUND		3016734
	NUVEEN LIFECYCLE INDEX 2040 FUND	MUTUAL FUND		5267
	NUVEEN LIFECYCLE INDEX 2045 FUND	MUTUAL FUND		1344296
	NUVEEN LIFECYCLE INDEX 2050 FUND	MUTUAL FUND		11807
	NUVEEN LIFECYCLE INDEX 2055 FUND	MUTUAL FUND		606476
	NUVEEN LIFECYCLE INDEX 2060 FUND	MUTUAL FUND		3865
	NUVEEN LIFECYCLE INDEX RETIREMEN	MUTUAL FUND		272577
	VNGRD BAL INDX ADML	MUTUAL FUND		321253
	VNGRD EXPLR ADML	MUTUAL FUND		4220
	VNGRD GNMA ADML	MUTUAL FUND		82
	VNGRD INTL GR ADML	MUTUAL FUND		235310
	VNGRD TTL INTL BD IDX ADML	MUTUAL FUND		5254
	VNGRD TTL INTLSTKINDX ADML	MUTUAL FUND		870
	VNGRD TTL STMKT INDX FD AS	MUTUAL FUND		401773
	VNGRD WLSLY INC ADML	MUTUAL FUND		88770
	AVNTS US SMCAP VAL INST	MUTUAL FUND		4212
	BRWNADV SUSTNBL GR INST	MUTUAL FUND		117999
	NUVEEN LIFECYCLE INDEX 2065 FUND	MUTUAL FUND		2002
	VIC SYC ESTBLSHD VAL I	MUTUAL FUND		300269
	CLVRT INTL EQ I	MUTUAL FUND		328
	AVNTS US LGCAP VAL INST	MUTUAL FUND		13904
	PRNCPL MDCAP R6	MUTUAL FUND		35037
	NW FIXED SELECT OPTION	UNALLOCATED INSURANCE TRUST		560833
	PARTICIPANT LOANS	LOW-HIGH INTEREST RATE 5.25% - 10.50%		138800