

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">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).</p> <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; text-align: center;">2023</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection</p>
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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) _____

B This return/report is: the first return/report the final return/report

an amended return/report a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here.

D Check box if filing under: 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

<p>1a Name of plan <u>MORPHE, LLC 401(K) PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>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) <u>MORPHE, LLC</u></p> <p><u>10303 NORRIS AVENUE</u> <u>PACOIMA, CA 91331</u></p>	<p>1c Effective date of plan <u>01/01/2015</u></p> <p>2b Employer Identification Number (EIN) <u>81-4828460</u></p> <p>2c Plan Sponsor's telephone number <u>617-899-9007</u></p> <p>2d Business code (see instructions) <u>446120</u></p>

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	JAMES P CARROLL
	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 <input checked="" type="checkbox"/> 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	777
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)	595
	6a(2)	212
	6b	4
	6c	165
	6d	381
	6e	0
	6f	381
	6g(1)	362
6g(2)	292	
6h	227	
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)	9b Plan benefit arrangement (check all that apply)
(1) <input checked="" type="checkbox"/> Insurance	(1) <input checked="" type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

a Pension Schedules	b General Schedules
(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> H (Financial Information)
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> I (Financial Information – Small Plan)
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input checked="" type="checkbox"/> A (Insurance Information) – Number Attached <u>1</u>
(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____	(4) <input checked="" type="checkbox"/> C (Service Provider Information)
(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	(5) <input type="checkbox"/> D (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

**SCHEDULE A
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2023

This Form is Open to Public Inspection

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

A Name of plan MORPHE, LLC 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MORPHE, LLC		D Employer Identification Number (EIN) 81-4828460

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

1 Coverage Information:

(a) Name of insurance carrier
EMPOWER ANNUITY INSURANCE COMPANY OF AMERICA

(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
84-0467907	68322	1260626-01	2	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
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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	

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(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
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	(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	2
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. Specify nature of costs ▶	6d	

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

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

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

a Type of contract: (1) deposit administration (2) immediate participation guarantee
 (3) guaranteed investment (4) other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year **7b** **207222**

c Additions: (1) Contributions deposited during the year	7c(1)	14241
(2) Dividends and credits	7c(2)	0
(3) Interest credited during the year	7c(3)	2338
(4) Transferred from separate account.....	7c(4)	20167
(5) Other (specify below)	7c(5)	9290

▶ **LOAN PAYMENTS, FORFEITURES**

(6) Total additions..... **7c(6)** **46036**

d Total of balance and additions (add lines **7b** and **7c(6)**) **7d** **253258**

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	185826
(2) Administration charge made by carrier	7e(2)	30388
(3) Transferred to separate account.....	7e(3)	37042
(4) Other (specify below)	7e(4)	

(5) Total deductions..... **7e(5)** **253256**

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** **2**

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 <input type="checkbox"/> paid in cash, or <input type="checkbox"/> 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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 MORPHE, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MORPHE, LLC	D Employer Identification Number (EIN) 81-4828460	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

EMPOWER ANNUITY INSURANCE COMPANY O

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	56287	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

BELFINT, LYONS & SHUMAN, P.A.

1011 CENTRE ROAD, SUITE 310
WILMINGTON, DE 19805

(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?
10	AUDITOR	30000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

SAGEVIEW ADVISORY GROUP, LLC

1920 MAIN ST STE 800
IRVINE, CA 92614

(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	INVESTMENT ADVISOR	19968	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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)

SAGEVIEW ADVISORY GROUP, LLC

1920 MAIN STREET
SUITE 800
IRVINE, CA 92614

(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?
28	INVESTMENT MGMT	6584	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 MORPHE, LLC 401(K) PLAN	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 MORPHE, LLC	D Employer Identification Number (EIN) 81-4828460

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.

		(a) Beginning of Year	(b) End of Year
Assets			
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)	166609	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	8372217	299
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	207222	2
(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	8746048	301
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
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	8746048	301

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)	181812	
(B) Participants	2a(1)(B)	380851	
(C) Others (including rollovers)	2a(1)(C)	10187	
(2) Noncash contributions	2a(2)	0	572850
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	4503
(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)	2165	
(F) Other	2b(1)(F)	2338	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4503
(2) Dividends:			
(A) Preferred stock	2b(2)(A)	0	74711
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	74711	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		74711
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds	2b(4)(A)	0	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	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)		0
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1167146
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		1819210

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8485470	
(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)		8485470
f Corrective distributions (see instructions).....	2f		17341
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	56287	
(3) Recordkeeping fees.....	2i(3)	0	
(4) IQPA audit fees.....	2i(4)	30000	
(5) Investment advisory and investment management fees	2i(5)	26552	
(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)		112839
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8615650

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-6796440
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		1949307

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: BELFINT, LYONS & SHUMAN, PA

(2) EIN: 51-0232399

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.)	X		51591
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.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?		X	
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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 0.

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)
FORMA BRANDS 401(K) PLAN	92-2190793	001

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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 MORPHE, LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 MORPHE, LLC	D Employer Identification Number (EIN) 81-4828460	

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): 84-1455663

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c	

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

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

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

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

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

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

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> 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. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

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

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

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:
 Yes.
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
 No. Other. Provide explanation.....

Part VII IRS Compliance Questions

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

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 11 / 14 / 2022 (MM/DD/YYYY) and the Opinion Letter serial number Q702518A.

**RETIREMENT INCOME PLAN FOR EMPLOYEES
OF ARMSTRONG FLOORING, INC.**

**FINANCIAL STATEMENTS,
INDEPENDENT AUDITOR'S REPORT, AND
ERISA-REQUIRED SUPPLEMENTAL
SCHEDULES**

DECEMBER 31, 2023 AND 2022

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.**

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DECEMBER 31, 2023 AND 2022**

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Independent Auditor's Report

To the Plan Administrator
Armstrong Flooring, Inc.

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Retirement Income Plan for Employees of Armstrong Flooring, Inc. Retirement Income Plan for Employees of Armstrong Flooring, Inc., an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) [ERISA Section 103(a)(3)(C) audit]. The financial statements comprise the statements of net assets available for benefits (in liquidation) as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the year ended December 31, 2023 and 2022 (in liquidation), 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 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 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 and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Disclaimer of Opinion

We do not express an opinion on the financial statements of Retirement Income Plan for Employees of Armstrong Flooring, Inc. referred to in the first paragraph. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the financial statements.

To the Plan Administrator
Armstrong Flooring, Inc.

Basis for Disclaimer of Opinion on the Financial Statements

On June 13, 2022, the Board of Directors of Armstrong Flooring, Inc. terminated the Plan effective December 31, 2022. On or about July 13, 2022, the United States Bankruptcy Court for the District of Delaware entered an order approving the sale of substantially all assets of Armstrong Flooring, Inc. to various buyers. At that time, a majority of employees were terminated. Effective July 22, 2022, Carroll Services, LLC was appointed as plan administrator in place of the Retirement Plan Committee to facilitate the administration and termination of the Plan. As such, plan management from January 1, 2022, through the audit report date is not available to provide required management representations. We were able to obtain certified investment statements, obtain SOC 1 reports for the recordkeeper, evaluate actuarial assumptions used to determine final benefits, and recompute the final distribution amounts using demographic data that was previously audited. Backup regarding demographic data was not available.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from 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 Retirement Income Plan for Employees of Armstrong Flooring, Inc.'s ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the *Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the Financial Statements* 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. However, because of the matter described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

To the Plan Administrator
Armstrong Flooring, Inc.

We are required to be independent of Retirement Income Plan for Employees of Armstrong Flooring, Inc., and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit.

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Retirement Income Plan for Employees of Armstrong Flooring, Inc.'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 Retirement Income Plan for Employees of Armstrong Flooring, Inc.'s ability to continue as a going concern for a reasonable period of time.

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

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

To the Plan Administrator
Armstrong Flooring, Inc.

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.

Emphasis of Matter - Bankruptcy Proceedings and Plan Termination

On May 8, 2022, Armstrong Flooring, Inc. filed a petition under Chapter 11 under the United States Bankruptcy Code. On June 13, 2022, the Board of Directors of Armstrong Flooring, Inc. terminated the plan effective December 31, 2022. On or about July 13, 2022, the United States Bankruptcy Court for the District of Delaware entered an order approving the sale of substantially all of the assets of Armstrong Flooring, Inc. to various buyers. At that time, a majority of employees were terminated. In light of these circumstances, effective July 22, 2022, Carroll Services, LLC was appointed as plan administrator in place of the Retirement Plan Committee to facilitate the administration and termination of the Plan. Effective October 18, 2022, the plan entered into a buy-in agreement with The Prudential Insurance Company of America (Prudential) to guarantee future payments by the plan equal to future benefit obligations. On March 1, 2023, the buy-out provision of the Prudential contract was executed, which converted the accumulated benefit plan obligations to individual annuity contracts. Lastly, on April 17, 2023, the case was converted to a Chapter 7 filing. At that time, the case was converted, a Chapter 7 Bankruptcy Trustee was appointed. See Notes 1 and 7 of the financial statements for more detail.

Emphasis of Matter - Basis of Accounting

As discussed in the preceding paragraph and in Notes 1 and 7 to the financial statements, on June 13, 2022, the Board of Directors of Armstrong Flooring, Inc. resolved to terminate the plan effective December 31, 2022, and at that time the plan administrator determined liquidation is imminent. As a result, the Plan has changed its basis of accounting from the going concern basis used in preparing the 2021 financial statements to the liquidation basis used in presenting the 2022 and 2023 financial statements. Our opinion is not modified with respect to that matter.

Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is 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 schedule, 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 generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

To the Plan Administrator
Armstrong Flooring, Inc.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its 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 schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to the assets held by and certified by a qualified institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Belfint, Lyons & Shurman, P.A.

October 15, 2024

Wilmington, Delaware

**RETIREMENT INCOME PLAN FOR EMPLOYEES
OF ARMSTRONG FLOORING, INC.
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022 (IN LIQUIDATION)**

	<u>2023</u> <u>(In Liquidation)</u>	<u>2022</u> <u>(In Liquidation)</u>
ASSETS		
Investments, at Fair Value (Note 3 and 4)	\$ 1,762,003	\$ 309,164,777
Receivables		
Accrued Interest	<u>7,565</u>	<u>9,171</u>
TOTAL ASSETS	<u>1,769,568</u>	<u>309,173,948</u>
LIABILITIES		
Accrued Administrative Expenses	<u>56,832</u>	<u>41,075</u>
TOTAL LIABILITIES	<u>56,832</u>	<u>41,075</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,712,736</u>	<u>\$ 309,132,873</u>

**RETIREMENT INCOME PLAN FOR EMPLOYEES
OF ARMSTRONG FLOORING, INC.
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - IN LIQUIDATION
YEAR ENDED DECEMBER 31, 2023**

	<u>2023</u> <u>(In Liquidation)</u>	<u>2022</u> <u>(In Liquidation)</u>
ADDITIONS		
Investment Income (Loss)		
Net Depreciation in Fair Value of Investments	\$ -	\$ (83,478,739)
Dividends	-	133,130
Interest	2,463,292	2,494,957
	<hr/>	<hr/>
Total Investment Income (Loss)	2,463,292	(80,850,652)
Less: Investment Expenses	2,517,936	1,268,543
	<hr/>	<hr/>
Net Investment Loss	(54,644)	(82,119,195)
	<hr/>	<hr/>
TOTAL ADDITIONS	<u>(54,644)</u>	<u>(82,119,195)</u>
DEDUCTIONS		
Benefits Paid to Participants and Beneficiaries	4,066,942	23,031,165
Annuity Buy-Out Conversion (See Note 5)	302,592,152	-
Administrative Expenses	706,399	956,702
	<hr/>	<hr/>
TOTAL DEDUCTIONS	<u>307,365,493</u>	<u>23,987,867</u>
NET CHANGE	(307,420,137)	(106,107,062)
NET ASSETS AVAILABLE FOR BENEFITS - Beginning of Year (In Liquidation)	<u>309,132,873</u>	<u>415,239,935</u>
NET ASSETS AVAILABLE FOR BENEFITS - End of Year (In Liquidation)	<u>\$ 1,712,736</u>	<u>\$ 309,132,873</u>

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023**

NOTE 1: DESCRIPTION OF PLAN

The following description of the Retirement Income Plan for Employees of Armstrong Flooring, Inc. (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 benefit plan established April 1, 2016, and most recently restated as of January 1, 2017, to provide retirement, disability, and death benefits to all eligible employees subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and provisions of the Internal Revenue Code (IRC). The plan sponsor was Armstrong Flooring, Inc. (the “Company”). The Plan was administered by the Company’s Retirement Committee (the “Committee”), which was a committee of the board of directors of the Company. The Committee had overall responsibility for the operation and administration of the Plan. The Committee determined the appropriateness of the Plan’s investment offerings, monitored investment performance, and reported to the Board of Directors.

The custodian and recordkeeper of the Plan is JPMorgan Chase Bank, N.A. The Plan’s third-party administrator and actuary is Aon.

On June 13, 2022, the Board of Directors of the Company terminated the Plan effective December 31, 2022. On July 20, 2022, the members of the Committee appointed Carroll Services, LLC (Plan Administrator) as Plan administrator to facilitate the administration and termination of the Plan.

Funding Policy - The Plan’s funding policy was for the Company to contribute an amount which would meet or exceed the annual ERISA minimum funding requirement. The minimum required contribution is specified by ERISA and determined under IRC Section 430(a). The minimum required contribution is the target normal cost which represents the value of additional benefits accrued and administrative expenses expected to be paid from the Plan during the plan year plus a shortfall amortization payment that represents the amount that would be sufficient to amortize the Plan’s funding shortfall arising from prior service obligations over a period no longer than seven years, offset for overfunding in the Plan. The minimum required contribution may be satisfied by funding balances in the Plan. The Plan has met the minimum funding standard requirements, and no contributions were required during 2023 or 2022.

Pension Benefits - Prior to Plan termination, most participants were eligible for monthly benefit payments under the early retirement provisions of the Plan when they would reach age 55 and have satisfied at least five years of service. Normal retirement age is 65. Employees are vested when they have five years of continuous employment, having worked at least 1,000 hours in each year. Generally, the benefits consist of an annuity, determined under the Plan’s benefit formula, plus a death benefit. Reference should be made to the plan document for a complete description of the Plan’s provisions.

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2023**

NOTE 2: SUMMARY OF 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 financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received for the sale of an asset or paid for the transfer of a liability in an orderly transaction between market participants as of the measurement date. See Note 3 for 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. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits - Benefit payments to participants and beneficiaries are recorded upon distribution.

Administrative Expenses - The Plan's expenses are paid either by the Plan or the Company, as provided in the plan document. Expenses that were paid 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 statements of changes in net assets available for benefits. In addition, certain investment-related expenses are included in the net depreciation of fair value in investments presented in the accompanying statements of changes in net assets available for benefits.

Subsequent Events - The Plan's policy is to evaluate events and transactions subsequent to its year end for potential recognition in the financial statements or disclosure in the notes to the financial statements. The plan administrator has evaluated all events and transactions through the date of the independent auditor's report, which is the date the financial statements were available to be issued.

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2023**

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. This 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 fair value hierarchy are described as follows:

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

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the 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 following are descriptions of the methodologies used in valuing investments at fair value. There have been no changes in 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. Mutual funds held by the Plan are open-end 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.

Guaranteed Annuity Contract with Prudential - Valued at fair value by the insurance company by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the creditworthiness of the issuer (see Note 5).

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2023

NOTE 3: FAIR VALUE MEASUREMENTS - CONTINUED

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

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

	2023			Total
	Level 1	Level 2	Level 3	
Registered Investment Companies	\$ 1,762,003	\$ -	\$ -	\$ 1,762,003
Guranteed Annuity Contract with Prudential	-	-	-	-
Total Assets, in the Fair Value Hierarchy	1,762,003	-	-	1,762,003
Investments Measured at NAV (a)	-	-	-	-
Total Investments, at Fair Value	<u>\$ 1,762,003</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,762,003</u>
	2022			
	Level 1	Level 2	Level 3	Total
Registered Investment Companies	\$ 4,535,345	\$ -	\$ -	\$ 4,535,345
Guranteed Annuity Contract with Prudential	-	304,629,432	-	304,629,432
Total Assets, in the Fair Value Hierarchy	4,535,345	304,629,432	-	309,164,777
Investments Measured at NAV (a)	-	-	-	-
Total Investments, at Fair Value	<u>\$ 4,535,345</u>	<u>\$ 304,629,432</u>	<u>\$ -</u>	<u>\$ 309,164,777</u>

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2023

NOTE 4: INFORMATION CERTIFIED BY CUSTODIAN

The Plan Administrator elected the method of annual reporting compliance permitted by Regulation Section 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, JPMorgan Chase Bank, N.A., the custodian, has certified the following data included in the accompanying financial statements and supplemental schedule as complete and accurate:

	2023	2022
	<u>(In Liquidation)</u>	<u>(In Liquidation)</u>
Investments, at Fair Value		
Registered Investment Companies	\$ 1,762,003	\$ 4,535,345
Guaranteed Annuity Contract with Prudential	<u>-</u>	<u>304,629,432</u>
 Total Investments, at Fair Value	 <u>\$ 1,762,003</u>	 <u>\$ 309,164,777</u>

	2023
	<u>(In Liquidation)</u>
Investment Income (Loss)	
Net Depreciation in Registered Investment Companies	\$ -
Interest	2,463,292
Dividends	<u>-</u>
 Total Investment Loss	 2,463,292
Less: Investment Expenses	<u>2,517,936</u>
 Net Investment Loss	 <u>\$ (54,644)</u>

NOTE 5: GUARANTEED ANNUITY CONTRACT WITH INSURANCE COMPANY

The Plan Administrator entered into a guaranteed annuity contract with The Prudential Insurance Company of America (Prudential) effective October 18, 2022, on behalf of the Company and the Plan. The Company agreed to pay the full contribution amount to Prudential in cash on the effective date of the contract. Upon receipt of the contribution, Prudential agreed to make the annuity payments due under the contract and further agreed that the obligation is irrevocable. On the effective date, Prudential allocated the contribution amount to a separate account. All assets allocated by Prudential to the separate account held by a custodian were held by Prudential in one or more custody accounts. Upon receipt of the full contribution amount, Prudential agreed to make the annuity payment due.

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2023**

NOTE 5: GUARANTEED ANNUITY CONTRACT WITH INSURANCE COMPANY - CONTINUED

On January 6, 2023, the Plan Administrator directed Prudential to consummate a Buy-Out Conversion under the group annuity contract. The buy-out provision represents a complete conversion of the contract to provide for distribution of benefits in the form of an annuity directly to all the remaining covered lives, contingent lives, and beneficiaries under the contract.

On March 1, 2023, Prudential, in response to the Plan Administrators direction, converted the buy-in contract to a buy-out contract. At that time, the future benefit obligations were converted to individual annuity contracts from Prudential. Participants remained 100% vested in the Plan benefit they accrued whether they were in pay status or had not started receiving payments. Plan termination or purchase of the annuity contract did not affect the amount of benefit to which a participant is entitled under the Plan.

NOTE 6: RELATED-PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS

The Plan has not considered normal plan operations such as employer contributions or benefits accrued or paid by the Plan for participants as party-in-interest transactions that require separate disclosure.

The Plan's investments are managed by JPMorgan Chase Bank, N.A., the custodian.

The Plan paid administrative expenses in the amount of \$706,399 and \$956,702 during the plan years ending December 31, 2023 and 2022, respectively. Administrative expenses paid consisted of fees paid to Aon Consulting, Inc. and Carroll Services, LLC for actuarial, consulting, and plan administration fees, Morison Cogen and Belfint, Lyons & Shuman, P.A. for audit fees, JPMorgan Chase for custody and trustee fees, Russell Investments for investment management fees, and Groom Law Group for legal fees.

NOTE 7: PLAN TERMINATION

On May 8, 2022, Armstrong Flooring, Inc. filed a petition under Chapter 11 under the United States Bankruptcy Code. On June 13, 2022, the Board of Directors of Armstrong Flooring, Inc. resolved to terminate the plan effective December 31, 2022. On or about July 13, 2022, the United States Bankruptcy Court for the District of Delaware entered an order approving the sale of substantially all assets of Armstrong Flooring, Inc. to various buyers. At that time, most employees were terminated. Additionally, effective July 22, 2022, Carroll Services, LLC was appointed as plan administrator in place of the Retirement Plan Committee to facilitate the administration and termination of the Plan. Lastly, on April 17, 2023, the case was converted to a Chapter 7 filing. At that time, the case was converted, a Chapter 7 Bankruptcy Trustee was appointed.

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2023**

NOTE 7: PLAN TERMINATION - CONTINUED

Under the terms of the Settlement Agreement with the PBGC, in order to allow the Plan to be terminated in a standard termination as the Company intended, PBGC agreed to forebear from terminating the Plan in an “involuntary termination” under 29 U.S.C. Section 1342(a) as long as certain events did not occur (as outlined in the Settlement Agreement). In exchange for PBGC’s forbearance, the parties agreed to, among other things, the creation of a “Disputed Claims Reserve” that, to the extent funded, could be available to pay PBGC’s claims, if any, should the Plan be terminated by PBGC in the future.

On October 11, 2022, the Plan Administrator entered into a Commitment Agreement with Prudential Insurance Company of America for a single-premium nonparticipating group annuity “buy-in” contract under which the Plan (through its directed trustee) is the contract-holder. Under the Commitment Agreement, the Plan has the right, without any additional premium, to convert the contract to a “buy-out” under which the Plan participants will receive individual annuity contracts from Prudential. The Plan, following the provision of all required notices under applicable PBGC regulations, has converted the contract to a “buy-out” effective as of March 1, 2023. Participants remain 100% vested in the Plan benefit they accrued whether they are in pay status or have not started receiving payments. The Plan termination or purchase of the annuity contract will not affect the amount of benefit to which a participant is entitled under the Plan.

On September 29, 2022, a consulting actuary issued an Adjusted Funding Target Attainment Percentage (“AFTAP”) certification to the Company. It was determined that based on the Plan’s funded status there are no benefit restrictions. This certification will remain in force during the Plan termination process, with the Plan termination being December 31, 2023.

NOTE 8: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan’s provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are accumulated based on employees’ compensation during each year of credited service. The accumulated plan benefits for active employees will equal the accumulation, with interest, of the annual benefit accruals as of the benefit information date. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

DECEMBER 31, 2023

NOTE 8: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS - CONTINUED

Calculations of the present value of accumulated plan benefits were made by a consulting actuary as of January 1, 2023 and 2022. Significant assumptions underlying the calculations for both years include: (a) assumed employee turnover based on industry standards with adjustments for plan experience; (b) assumed retirement between ages 55 and 70 according to plan experience; (c) (i) as of January 1, 2022, mortality for healthy participants is based on the aggregate 2012 base rates from the Pri-2012 mortality study with generational projection from 2012 using scale MP-2021 with the contingent survivor table used for beneficiaries following the participant's death, and mortality for disabled participants is based on the 2012 disabled base rates from the Pri-2012 mortality study with generational projection from 2012 using scale MP-2021; (c) (ii) as of January 1, 2021, mortality for healthy participants is based on the aggregate 2012 base rates from the Pri-2012 mortality study with generational projection from 2012 base rates using scale MP-2021 with the contingent survivor table used for beneficiaries following the participant's death, and mortality for disabled participants is based on the 2012 disabled base rates using Scale MP-2021 with generational projection from 2012 using scale MP-2021; (d) assumed discount rate of 2.85% as of January 1, 2023 and 2022.

On January 1, 2023 and 2022, the actuarial present value of accumulated plan benefits for vested and nonvested participants was as follows:

	2023	2022
Actuarial Present Value of Accumulated Plan Benefits		
Vested Benefits		
Participants Currently Receiving Benefits	\$ -	\$ 242,884,026
Other Participants	-	61,745,406
Nonvested Benefits	-	-
Total Actuarial Present Value of Accumulated Plan Benefits	\$ -	\$ 304,629,432
	2023	2022
Actuarial Present Value of Accumulated Plan Benefits		
as of Beginning of Year	\$ 304,629,432	\$ 389,061,366
Interest	93,098	10,761,849
Benefits Accrued	-	-
Benefit Payments	(4,066,942)	(23,067,299)
Annuity Buyout Conversion	(302,592,152)	-
Change in Actuarial Assumptions	-	(72,126,484)
Actuarial Gains (Losses)	1,936,564	-
Actuarial Present Value of Accumulated Plan Benefits at End of Year	\$ -	\$ 304,629,432

**RETIREMENT INCOME PLAN FOR EMPLOYEES OF
ARMSTRONG FLOORING, INC.
NOTES TO FINANCIAL STATEMENTS - CONTINUED
DECEMBER 31, 2023**

NOTE 9: TAX STATUS

The Plan obtained its latest determination letter on May 16, 2018, in which the Internal Revenue Service (IRS) stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe 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 be sustained upon examination by the IRS or 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 were no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan's federal Form 5500 is subject to examination by the IRS and DOL, generally for the three years after it is filed.

NOTE 10: RISKS AND UNCERTAINTIES

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

The actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumption process, it is at least reasonably possible that changes in these estimates and assumptions in the near-term would-be material to the financial statements.

NOTE 11: COMMITMENTS AND CONTINGENCIES

In the normal course of business, there may be commitments and contingencies outstanding which are not reflected in these financial statements. In the opinion of the Company, the outcome of such events, if any, would not have a material effect on the Plan's financial position or operations.

NOTE 12: BANKRUPTCY FILING CONVERSION

On April 17, 2023, the initial Chapter 11 petition was converted to a Chapter 7 filing under the United States Bankruptcy Court. At that time, the case was converted and Alfred T. Giuliano was appointed Chapter 7 Bankruptcy Trustee.

ERISA-REQUIRED SUPPLEMENTAL SCHEDULE

**RETIREMENT INCOME PLAN FOR EMPLOYEES
OF ARMSTRONG FLOORING, INC.**

EIN: 47-4303305, PLAN #001

ATTACHMENT TO FORM 5500, SCHEDULE H, LINE 4(i)

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2023

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	JPMorgan US Treasury Plus Money Market Fund Capital	Registered Investment Company	<u>\$ 1,762,003</u>	<u>\$ 1,762,003</u>
		Total Investments, at Fair Value	<u>\$ 1,762,003</u>	<u>\$ 1,762,003</u>

*Indicates a party in interest to the Plan.

(d) Cost information is not required for participant-directed investments.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

GA

Morphe, LLC 401(k) Plan**01-JAN-23 to 31-DEC-23****01-FEB-24 07:31:58**

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1RFHTX			50.93	50.22
1RFITX			50.87	50.20
1RERGX			11.90	12.14
1RNWGX			9.92	10.10
1FSPSX			12.40	12.71
1FSSNX			2.48	2.53
1LSSNX			15.21	15.15
1ROFIX			2.48	2.55
1AMDVX			3.10	3.02
1FSMDX			2.98	3.02
1JMGMX			15.38	15.56
1AFEDX			6.59	6.51
1RGAGX			12.39	12.52
1FXAIX			80.80	81.33
1MEIKX			12.39	12.56
1FXNAX			2.97	2.99
1PGTQX			2.97	3.00
1PTRQX			2.97	2.99
1KGPW		1.300	1.98	1.98
			300.71	301.08

Attachment to Form 5500, Schedule H, Part 4, Item I
EIN # 81-4828460

LEGEND

INVESTMENT OPTION:

1RFHTX	American Funds 2045 Trgt Date Retire R6	1RFITX	American Funds 2050 Trgt Date Retire R6
1RERGX	American Funds EuroPacific Gr R6	1RNWGX	American Funds New World R6
1FSPSX	Fidelity International Index	1FSSNX	Fidelity Small Cap Index
1LSSNX	Loomis Sayles Small Cap Growth N	1ROFIX	Royce Small-Cap Opportunity Instl
1AMDVX	American Century Mid Cap Value R6	1FSMDX	Fidelity Mid Cap Index
1JMGMX	JPMorgan Mid Cap Growth R6	1AFEDX	American Century Sustainable Equity R6
1RGAGX	American Funds Growth Fund of Amer R6	1FXAIX	Fidelity 500 Index
1MEIKX	MFS Value R6	1FXNAX	Fidelity US Bond Index
1PGTQX	PGIM Global Total Return R6	1PTRQX	PGIM Total Return Bond R6
1KGPW	Key Guaranteed Portfolio Fund		

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year