

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 12/01/1991
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) MARKWINS BEAUTY BRANDS, INC. 22067 FERRERO PARKWAY CITY OF INDUSTRY, CA 91789
2b	Employer Identification Number (EIN) 95-4170484
2c	Plan Sponsor's telephone number 909-595-8898
2d	Business code (see instructions) 339900

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

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 445
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) 178 6a(2) 199 6b 2 6c 244 6d 445 6e 2 6f 447 6g(1) 441 6g(2) 443 6h 11
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 2S 2T 3F 3D

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

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code _____

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

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

A Name of plan MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MARKWINS BEAUTY BRANDS, INC.	D Employer Identification Number (EIN) 95-4170484

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

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
FIDELITY INVESTMENTS INSTITUTIONAL	
04-2647786	

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

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

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

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

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

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

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

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

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

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

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	45944	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

GLOBAL RETIREMENT PARTNERS LLC

47-1411118

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	40000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM SM CAP GRTH R - PUTNAM INVE 04-2539562	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

A Name of plan MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 MARKWINS BEAUTY BRANDS, INC.	D Employer Identification Number (EIN) 95-4170484

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: FA STABLE VALUE I

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN 04-3022712-026	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
-------------------------	-----------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

c EIN-PN 04-3159710-202	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2514610
-------------------------	-----------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
----------	---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
----------	---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
----------	---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
----------	---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
----------	---------------	--

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

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

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

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

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

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

A Name of plan MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 MARKWINS BEAUTY BRANDS, INC.	D Employer Identification Number (EIN) 95-4170484

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

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	221288	291900
(9) Value of interest in common/collective trusts	1c(9)	2235811	2514610
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	26940792	32060097
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	29397891	34866607
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	29397891	34866607

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)	968177	
(B) Participants	2a(1)(B)	1764351	
(C) Others (including rollovers)	2a(1)(C)	234704	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2967232
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	13807	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13807
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	693465	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		693465
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		237249
(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)		4493852
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		8405605

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2850945	
(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)		2850945
f Corrective distributions (see instructions)	2f		0
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)	0	
(3) Recordkeeping fees.....	2i(3)	45944	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	40000	
(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)		85944
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2936889

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5468716
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **ROSE, SNYDER & JACOBS LLP**

(2) EIN: **45-4095250**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 MARKWINS BEAUTY BRANDS, INC.		D Employer Identification Number (EIN) 95-4170484
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

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

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

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

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

a Enter the percentage of plan assets held as:

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation. _____

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

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

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

☒ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A.

MARKWINS BEAUTY BRANDS, INC.
401(K) RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2023



Rose, Snyder & Jacobs LLP
ACCOUNTANTS & ADVISORS

TABLE OF CONTENTS

	PAGE
INDEPENDENT AUDITORS' REPORT	1 - 3
FINANCIAL STATEMENTS	
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	4
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	5
NOTES TO FINANCIAL STATEMENTS	6 - 11
SUPPLEMENTAL SCHEDULE	
Schedule of Assets (Held at End of Year)	12



INDEPENDENT AUDITORS' REPORT

To the Plan Trustee of
Markwins Beauty Brands, Inc. 401(K) Retirement Plan

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

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

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

Management has obtained a certification 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 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 the Plan ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our 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.

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

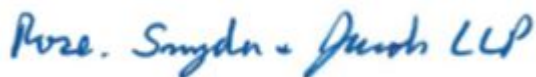
Other Matter—Supplemental Schedule Required by ERISA

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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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



Rose, Snyder & Jacobs LLP

Encino, California
October 15, 2024

MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

ASSETS	<u>2023</u>	<u>2022</u>
INVESTMENTS, note 6		
Interest in registered investment companies, at fair value	\$ 32,060,097	\$ 26,940,792
Common collective trust, at net asset value	<u>2,514,610</u>	<u>2,397,182</u>
TOTAL INVESTMENTS	34,574,707	29,337,974
RECEIVABLES		
Notes receivable from participants	<u>291,900</u>	<u>221,288</u>
TOTAL ASSETS	<u>\$ 34,866,607</u>	<u>\$ 29,559,262</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 34,866,607</u>	<u>\$ 29,559,262</u>

See independent auditors' report and
notes to financial statements.

MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023

ADDITIONS TO NET ASSETS:

INVESTMENT INCOME:

Net investment gain from registered investment companies	\$ 4,493,852
Net investment gain from common collective trust	75,878
Interest on notes receivable from participants	13,807
Dividend income	693,465
TOTAL INVESTMENT INCOME	<u>5,277,002</u>

CONTRIBUTIONS:

Participants	1,764,351
Employer	968,177
Rollover	234,704
TOTAL CONTRIBUTIONS	<u>2,967,232</u>

TOTAL ADDITIONS TO NET ASSETS	<u>8,244,234</u>
-------------------------------	------------------

DEDUCTIONS FROM NET ASSETS:

Benefits paid to participants	2,850,945
Administrative expenses	85,944

TOTAL DEDUCTIONS FROM NET ASSETS	<u>2,936,889</u>
----------------------------------	------------------

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFIT	5,307,345
--	-----------

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>29,559,262</u>
--	-------------------

NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 34,866,607</u></u>
--	-----------------------------

See independent auditors' report and
notes to financial statements.

Note 1 – Summary of Significant Accounting Policies

A summary of the Plan's significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Accounting: The Plan's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Investments: The Plan carries its investments of interest in registered investment companies at fair value. The Plan's custodian provides fair value based on quotations from national exchanges, if available. For investments that have no quoted market price, fair value is determined based on yield equivalents for such securities or for securities of comparable maturity, quality, and types as obtained from market makers. The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments that consists of realized gains or losses and unrealized appreciation (depreciation) of those investments.

Common Collective Trust: The Plan, through Fidelity Advisor Stable Value Fund and Putnam Stable Value (the "Funds"), holds investments in common collective trust funds (the "Trust Funds"). The Trust Funds are valued based upon significant observable inputs, not based upon quoted market prices in an active market. The value is based upon the units of the Trust Fund held by the Plan at year end multiplied by the respective unit value. The unit value is based on the fair value of the underlying investments.

The Funds seeks to maintain a stable net asset value of \$1 per share, but is not guaranteed. There is no immediate recognition of investment gains and losses on the fund's securities. Gains and losses are recognized over time by periodically adjusting the interest rate credited to the fund under the Trust Funds. The fair value of the Funds at December 31, 2023 and 2022 was \$2,514,610 and \$2,397,182, respectively.

Employer initiated events, if material, may affect the underlying economics of investment contracts. These events include plant closings, layoffs, plan termination, bankruptcy or reorganization, merger, early retirement incentive programs, tax disqualification of a trust or other events. The occurrence of one or more employer-initiated events could limit the Trust's ability to transact at unit value with plan unit holders. The plan administrator does not believe that any of the events which could limit the Plan's ability to transact at unit value with participants are probable of occurring.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document. Interest income is recorded on the accrual basis.

See independent auditors' report.

Note 2 – Description of Plan and Contributions

A description of the Plan and contributions is as follows:

General: The Plan is a defined contribution plan covering all eligible employees of Markwins Beauty Brands, Inc. (the "Company"). The Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, became effective December 1, 1991.

Eligibility: Employees are eligible for employer match contributions and may participate in the Plan if they are at least 21 years old and have completed at least two months of eligible service.

Participant Contributions: Participants may voluntarily contribute to the Plan up to 50% of their pre-tax annual compensation as defined in the Plan. Upon hiring and reaching eligibility, the employee is automatically enrolled in the Plan at 3% and may elect to adjust the contribution. The automatic defined increase is 1% annually, limited to 9% of compensation. Contributions may not exceed the limits and maximum amounts deductible under the regulations of the Code.

The Plan has a Roth 401(k) feature available to all participants. The Roth 401(k) vehicle was introduced as an additional deferral source for employees to diversify their retirement income from a tax perspective.

Employer Contributions: The Company makes a Qualified Automatic Contribution Arrangement ("QACA") Safe Harbor matching contribution equal to 100% of the first 6% deferral contributions made by the participant. For the year ended December 31, 2023, the Company made contributions totaling \$968,177.

The Company may make discretionary profit-sharing contributions to the Plan. For the year ended December 31, 2023, no discretionary profit-sharing contributions were made to the Plan.

Vesting: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Discretionary Nonelective Employer Contributions vest after one (1) year and QACA Employer matching contributions vest 50% after one (1) year and 100% after two (2) years.

Participants may also become fully vested when they attain the normal retirement age, die, or become permanently disabled while employed by the Company.

Notes Receivable from Participants: Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the highest outstanding loan balance in their account during the prior twelve-month period. Loan transactions are treated as a transfer to (from) the investment funds from (to) the participant loan fund. Loan terms range from one to five years, unless the loan is used to acquire or construct a principal residence. The loan period for a principal residence can be up to 10 years. The loans are secured by the balance in the participants' accounts and bear interest at rates determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

See independent auditors' report.

Note 2 – Description of Plan and Contributions (Continued)

Investment Direction: The participants direct the investment of all assets attributable to their accounts. The participants designate the percentage of any one or more of their accounts that is to be invested in each of several authorized investment funds designated by the Plan's trustees. Each participant account is credited with the earnings attributed to that account.

Forfeitures: Forfeitures shall be applied to pay administrative expenses or reduce future employer's contributions in accordance with the Plan. During the year ended December 31, 2023, the Company utilized \$0 of forfeiture amounts to pay for administrative expenses and \$70,769 of forfeiture amounts to reduce employer contributions. At December 31, 2023 and 2022, the forfeiture balances were \$38,170 and \$77,079, respectively.

Administrative Expenses: For the year ended December 31, 2023, the Company incurred administrative expenses of \$85,944. These expenses were paid by the Plan and are included in administrative expenses on the accompanying Statement of Changes in Net Assets Available for Benefits. The Plan's investments incur management fees. The net appreciation on investments is reflected net of those fees. Substantially, all other out-of-pocket costs are paid by the Employer.

Payment of Benefits: Benefits are recorded when paid.

Note 3 – Exempt Party-In-Interest and Related Party Transactions

The Plan's investment assets represent funds invested in or maintained by Fidelity. Fidelity is the trustee of the Plan. Certain plan investments are shares of common collective trust and mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The Plan also issues loans to participants, which are secured by the balance in the participant's account. Such transactions are party-in-interest transactions for which a statutory exemption exist. For the year ended December 31, 2023, new loans totaling \$171,546 were issued to participants.

Note 4 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of the Plan's termination, participants in the Plan will become fully vested in their account balance.

See independent auditors' report.

Note 5 – Information Certified by the Trustee

The Plan Administrator has elected the method of compliance as permitted by 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. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the trustee of the Plan, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplementary schedule, including investments and notes receivable from participants held at December 31, 2023 and 2022, and net investment gain, interest and dividends, and interest on notes receivable from participants for the year ended December 31, 2023, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company.

Note 6 – Fair Value Measurements

Assets and liabilities recorded at fair value are categorized based upon the level of judgment associated with the inputs used to measure the fair value. Level inputs, as defined by ASC 820, are as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities
- Level 2 – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date
- Level 3 – significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date

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

Following are descriptions of the valuation methodologies used for assets measured at fair value:

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. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust: This investment is measured using the net asset value per share practical expedient as of December 31, 2023. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

See independent auditors' report.

Note 6 – Fair Value Measurements (Continued)

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

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
Mutual funds	<u>\$ 32,060,097</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,060,097</u>
Total investments at fair value	<u>\$ 32,060,097</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,060,097</u>
Common collective trusts measured at NAV*				<u>\$ 2,514,610</u>
Total investments at fair value				<u>\$ 34,574,707</u>

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

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	<u>\$ 26,940,792</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 26,940,792</u>
Total investments at fair value	<u>\$ 26,940,792</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 26,940,792</u>
Common collective trusts measured at NAV*				<u>\$ 2,397,182</u>
Total investments at fair value				<u>\$ 29,337,974</u>

* Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.

The valuation techniques used to measure fair value of the investments are included in Note 1.

Note 7 – Income Tax Status

The IRS has determined and informed the Plan sponsor by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Instances of operational error and non-compliance with the terms of the Plan were discovered. These errors consisted of improper determination of eligible compensation used to compute the contribution withholdings. Management is in the process of taking corrective actions. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC, except for the non-compliance noted above. Although there is a risk that these errors may have an adverse impact on the tax status of the Plan, management believes the corrective actions will allow the Plan to keep its tax qualification.

See independent auditors' report.

Note 8 – Notes Receivable from Participants

Loans to participants bear interests at 4.25% to 9.50% and are receivable in bi-weekly installments over a specified period. Loans range from \$808 to \$44,958 at December 31, 2023.

Note 9 – Risks and Uncertainties

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

Note 10 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of Net Assets Available for Benefits per the financial statements at December 31, 2023 and 2022, to the Form 5500:

	2023	2022
Net assets available for benefits per the financial statements	\$ 34,866,607	\$ 29,559,262
Add: Adjustment to fair value for common collective trust	<u>-</u>	<u>(161,371)</u>
Net assets available for benefits per form 5500	<u>\$ 34,866,607</u>	<u>\$ 29,397,891</u>

The following is a reconciliation of contributions per the financial statement to the Form 5500:

	2023
Net increase in net asset available for benefits per the financial statements	\$ 5,307,345
Less: Prior year change in adjustment to fair value for common collective trust	<u>161,371</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 5,468,716</u>

Note 11 – Subsequent Events

The Plan has evaluated events occurring after the date of the most recent accompanying Statement of Net Assets Available for Benefits through October 15, 2024, the date the financial statements were available to be issued. The Plan did not identify any material subsequent events requiring adjustment to or disclosure in the accompanying financial statements.

See independent auditors' report.

SUPPLEMENTAL SCHEDULE

MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2023

Plan Name: Markwins Beauty Brands, Inc. 401(k) Retirement Plan
EIN#: 95-4170484
Plan #: 001

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
Party- in-interest	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Fidelity Freedom® Index 2040 Fund Institutional Premium Class	Registered Investment Company	**	\$ 3,826,570
*	Fidelity Freedom® Index 2025 Fund Institutional Premium Class	Registered Investment Company	**	\$ 3,496,595
*	Fidelity Freedom® Index 2030 Fund Institutional Premium Class	Registered Investment Company	**	\$ 3,273,187
*	Fidelity® 500 Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 3,026,131
*	JPMorgan Large Cap Growth Fund Class R6	Registered Investment Company	**	\$ 2,742,566
*	Fidelity Freedom® Index 2020 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,608,225
*	Putnam Stable Value	Common/Collective Trust	**	\$ 2,514,610
*	Fidelity Freedom® Index 2050 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,478,828
*	Fidelity Freedom® Index 2045 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,381,201
*	Fidelity Freedom® Index 2035 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,305,817
*	Fidelity Freedom® Index 2055 Fund Institutional Premium Class	Registered Investment Company	**	\$ 1,411,697
*	Fidelity Freedom® Index 2060 Fund Institutional Premium Class	Registered Investment Company	**	\$ 731,387
*	John Hancock Bond Fund Class R6	Registered Investment Company	**	\$ 681,653
*	Carillon Eagle Mid Cap Growth Fund Class R6	Registered Investment Company	**	\$ 562,024
*	Putnam Small Cap Growth R Fund	Registered Investment Company	**	\$ 419,551
*	Victory Sycamore Established Value Fund Class R6	Registered Investment Company	**	\$ 308,100
*	MFS® Value Fund Class R6	Registered Investment Company	**	\$ 259,407
*	Fidelity® Global ex U.S. Index Fund	Registered Investment Company	**	\$ 252,476
*	Principal Real Estate Securities Fund Class R6	Registered Investment Company	**	\$ 190,254
*	American Funds New World Fund® Class R-6	Registered Investment Company	**	\$ 170,964
*	American Funds American Balanced Fund® Class R-6	Registered Investment Company	**	\$ 161,560
*	Fidelity® Small Cap Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 153,330
*	Fidelity® Mid Cap Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 153,006
*	Allspring Special Small Cap Value Fund - Class R6	Registered Investment Company	**	\$ 142,414
*	Fidelity Freedom® Index 2015 Fund Institutional Premium Class	Registered Investment Company	**	\$ 140,425
*	Fidelity Freedom® Index 2065 Fund Institutional Premium Class	Registered Investment Company	**	\$ 51,132
*	Fidelity® Emerging Markets Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 44,407
*	Fidelity Freedom® Index Income Fund Institutional Premium Class	Registered Investment Company	**	\$ 36,242
*	MFS® International Growth Fund Class R6	Registered Investment Company	**	\$ 30,992
*	MFS® International Value Fund Class R6	Registered Investment Company	**	\$ 19,956
*	Notes receivable from participants	4.25% - 9.50% interest rates, maturing between 2024 and 2031	-0-	\$ 291,900
*	Party-in-interest to the Plan for which a statutory exemption exists.			
**	Cost information has been omitted for participant-directed investments.			

See independent auditors' report.

MARKWINS BEAUTY BRANDS, INC.
401(K) RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2023



Rose, Snyder & Jacobs LLP
ACCOUNTANTS & ADVISORS

TABLE OF CONTENTS

	PAGE
INDEPENDENT AUDITORS' REPORT	1 - 3
FINANCIAL STATEMENTS	
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS	4
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS	5
NOTES TO FINANCIAL STATEMENTS	6 - 11
SUPPLEMENTAL SCHEDULE	
Schedule of Assets (Held at End of Year)	12



INDEPENDENT AUDITORS' REPORT

To the Plan Trustee of
Markwins Beauty Brands, Inc. 401(K) Retirement Plan

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

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

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

Management has obtained a certification 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 5 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 the Plan ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

Our 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.

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

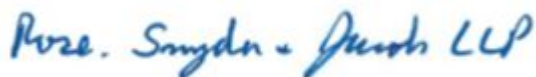
Other Matter—Supplemental Schedule Required by ERISA

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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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



Rose, Snyder & Jacobs LLP

Encino, California
October 15, 2024

MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

ASSETS	<u>2023</u>	<u>2022</u>
INVESTMENTS, note 6		
Interest in registered investment companies, at fair value	\$ 32,060,097	\$ 26,940,792
Common collective trust, at net asset value	<u>2,514,610</u>	<u>2,397,182</u>
TOTAL INVESTMENTS	34,574,707	29,337,974
RECEIVABLES		
Notes receivable from participants	<u>291,900</u>	<u>221,288</u>
TOTAL ASSETS	<u>\$ 34,866,607</u>	<u>\$ 29,559,262</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 34,866,607</u>	<u>\$ 29,559,262</u>

See independent auditors' report and
notes to financial statements.

MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023

ADDITIONS TO NET ASSETS:

INVESTMENT INCOME:

Net investment gain from registered investment companies	\$ 4,493,852
Net investment gain from common collective trust	75,878
Interest on notes receivable from participants	13,807
Dividend income	693,465
TOTAL INVESTMENT INCOME	<u>5,277,002</u>

CONTRIBUTIONS:

Participants	1,764,351
Employer	968,177
Rollover	234,704
TOTAL CONTRIBUTIONS	<u>2,967,232</u>

TOTAL ADDITIONS TO NET ASSETS	<u>8,244,234</u>
-------------------------------	------------------

DEDUCTIONS FROM NET ASSETS:

Benefits paid to participants	2,850,945
Administrative expenses	85,944

TOTAL DEDUCTIONS FROM NET ASSETS	<u>2,936,889</u>
----------------------------------	------------------

NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFIT	5,307,345
--	-----------

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>29,559,262</u>
--	-------------------

NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 34,866,607</u></u>
--	-----------------------------

See independent auditors' report and
notes to financial statements.

Note 1 – Summary of Significant Accounting Policies

A summary of the Plan's significant accounting policies applied in the preparation of the accompanying financial statements is as follows:

Basis of Accounting: The Plan's financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Investments: The Plan carries its investments of interest in registered investment companies at fair value. The Plan's custodian provides fair value based on quotations from national exchanges, if available. For investments that have no quoted market price, fair value is determined based on yield equivalents for such securities or for securities of comparable maturity, quality, and types as obtained from market makers. The Plan presents in the Statements of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments that consists of realized gains or losses and unrealized appreciation (depreciation) of those investments.

Common Collective Trust: The Plan, through Fidelity Advisor Stable Value Fund and Putnam Stable Value (the "Funds"), holds investments in common collective trust funds (the "Trust Funds"). The Trust Funds are valued based upon significant observable inputs, not based upon quoted market prices in an active market. The value is based upon the units of the Trust Fund held by the Plan at year end multiplied by the respective unit value. The unit value is based on the fair value of the underlying investments.

The Funds seeks to maintain a stable net asset value of \$1 per share, but is not guaranteed. There is no immediate recognition of investment gains and losses on the fund's securities. Gains and losses are recognized over time by periodically adjusting the interest rate credited to the fund under the Trust Funds. The fair value of the Funds at December 31, 2023 and 2022 was \$2,514,610 and \$2,397,182, respectively.

Employer initiated events, if material, may affect the underlying economics of investment contracts. These events include plant closings, layoffs, plan termination, bankruptcy or reorganization, merger, early retirement incentive programs, tax disqualification of a trust or other events. The occurrence of one or more employer-initiated events could limit the Trust's ability to transact at unit value with plan unit holders. The plan administrator does not believe that any of the events which could limit the Plan's ability to transact at unit value with participants are probable of occurring.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Notes Receivable from Participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as a distribution based upon the terms of the Plan document. Interest income is recorded on the accrual basis.

See independent auditors' report.

Note 2 – Description of Plan and Contributions

A description of the Plan and contributions is as follows:

General: The Plan is a defined contribution plan covering all eligible employees of Markwins Beauty Brands, Inc. (the "Company"). The Plan, subject to the provisions of the Employee Retirement Income Security Act of 1974, became effective December 1, 1991.

Eligibility: Employees are eligible for employer match contributions and may participate in the Plan if they are at least 21 years old and have completed at least two months of eligible service.

Participant Contributions: Participants may voluntarily contribute to the Plan up to 50% of their pre-tax annual compensation as defined in the Plan. Upon hiring and reaching eligibility, the employee is automatically enrolled in the Plan at 3% and may elect to adjust the contribution. The automatic defined increase is 1% annually, limited to 9% of compensation. Contributions may not exceed the limits and maximum amounts deductible under the regulations of the Code.

The Plan has a Roth 401(k) feature available to all participants. The Roth 401(k) vehicle was introduced as an additional deferral source for employees to diversify their retirement income from a tax perspective.

Employer Contributions: The Company makes a Qualified Automatic Contribution Arrangement ("QACA") Safe Harbor matching contribution equal to 100% of the first 6% deferral contributions made by the participant. For the year ended December 31, 2023, the Company made contributions totaling \$968,177.

The Company may make discretionary profit-sharing contributions to the Plan. For the year ended December 31, 2023, no discretionary profit-sharing contributions were made to the Plan.

Vesting: Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Discretionary Nonelective Employer Contributions vest after one (1) year and QACA Employer matching contributions vest 50% after one (1) year and 100% after two (2) years.

Participants may also become fully vested when they attain the normal retirement age, die, or become permanently disabled while employed by the Company.

Notes Receivable from Participants: Participants may borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the highest outstanding loan balance in their account during the prior twelve-month period. Loan transactions are treated as a transfer to (from) the investment funds from (to) the participant loan fund. Loan terms range from one to five years, unless the loan is used to acquire or construct a principal residence. The loan period for a principal residence can be up to 10 years. The loans are secured by the balance in the participants' accounts and bear interest at rates determined by the plan administrator. Principal and interest are paid ratably through payroll deductions.

See independent auditors' report.

Note 2 – Description of Plan and Contributions (Continued)

Investment Direction: The participants direct the investment of all assets attributable to their accounts. The participants designate the percentage of any one or more of their accounts that is to be invested in each of several authorized investment funds designated by the Plan's trustees. Each participant account is credited with the earnings attributed to that account.

Forfeitures: Forfeitures shall be applied to pay administrative expenses or reduce future employer's contributions in accordance with the Plan. During the year ended December 31, 2023, the Company utilized \$0 of forfeiture amounts to pay for administrative expenses and \$70,769 of forfeiture amounts to reduce employer contributions. At December 31, 2023 and 2022, the forfeiture balances were \$38,170 and \$77,079, respectively.

Administrative Expenses: For the year ended December 31, 2023, the Company incurred administrative expenses of \$85,944. These expenses were paid by the Plan and are included in administrative expenses on the accompanying Statement of Changes in Net Assets Available for Benefits. The Plan's investments incur management fees. The net appreciation on investments is reflected net of those fees. Substantially, all other out-of-pocket costs are paid by the Employer.

Payment of Benefits: Benefits are recorded when paid.

Note 3 – Exempt Party-In-Interest and Related Party Transactions

The Plan's investment assets represent funds invested in or maintained by Fidelity. Fidelity is the trustee of the Plan. Certain plan investments are shares of common collective trust and mutual funds managed by Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

The Plan also issues loans to participants, which are secured by the balance in the participant's account. Such transactions are party-in-interest transactions for which a statutory exemption exist. For the year ended December 31, 2023, new loans totaling \$171,546 were issued to participants.

Note 4 – Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of the Employee Retirement Income Security Act of 1974. In the event of the Plan's termination, participants in the Plan will become fully vested in their account balance.

See independent auditors' report.

Note 5 – Information Certified by the Trustee

The Plan Administrator has elected the method of compliance as permitted by 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. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information certified by the trustee of the Plan, except for comparing such information certified by the trustee to information included in the Plan's financial statements and supplemental schedule.

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplementary schedule, including investments and notes receivable from participants held at December 31, 2023 and 2022, and net investment gain, interest and dividends, and interest on notes receivable from participants for the year ended December 31, 2023, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company.

Note 6 – Fair Value Measurements

Assets and liabilities recorded at fair value are categorized based upon the level of judgment associated with the inputs used to measure the fair value. Level inputs, as defined by ASC 820, are as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities
- Level 2 – other significant observable inputs for the assets or liabilities through corroboration with market data at the measurement date
- Level 3 – significant unobservable inputs that reflect management's best estimate of what market participants would use to price the assets or liabilities at the measurement date

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

Following are descriptions of the valuation methodologies used for assets measured at fair value:

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. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trust: This investment is measured using the net asset value per share practical expedient as of December 31, 2023. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

See independent auditors' report.

Note 6 – Fair Value Measurements (Continued)

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

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
Mutual funds	<u>\$ 32,060,097</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,060,097</u>
Total investments at fair value	<u>\$ 32,060,097</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 32,060,097</u>
Common collective trusts measured at NAV*				<u>\$ 2,514,610</u>
Total investments at fair value				<u>\$ 34,574,707</u>

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

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	<u>\$ 26,940,792</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 26,940,792</u>
Total investments at fair value	<u>\$ 26,940,792</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 26,940,792</u>
Common collective trusts measured at NAV*				<u>\$ 2,397,182</u>
Total investments at fair value				<u>\$ 29,337,974</u>

* Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.

The valuation techniques used to measure fair value of the investments are included in Note 1.

Note 7 – Income Tax Status

The IRS has determined and informed the Plan sponsor by a letter dated March 31, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Instances of operational error and non-compliance with the terms of the Plan were discovered. These errors consisted of improper determination of eligible compensation used to compute the contribution withholdings. Management is in the process of taking corrective actions. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC, except for the non-compliance noted above. Although there is a risk that these errors may have an adverse impact on the tax status of the Plan, management believes the corrective actions will allow the Plan to keep its tax qualification.

See independent auditors' report.

Note 8 – Notes Receivable from Participants

Loans to participants bear interests at 4.25% to 9.50% and are receivable in bi-weekly installments over a specified period. Loans range from \$808 to \$44,958 at December 31, 2023.

Note 9 – Risks and Uncertainties

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

Note 10 – Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of Net Assets Available for Benefits per the financial statements at December 31, 2023 and 2022, to the Form 5500:

	2023	2022
Net assets available for benefits per the financial statements	\$ 34,866,607	\$ 29,559,262
Add: Adjustment to fair value for common collective trust	<u>-</u>	<u>(161,371)</u>
Net assets available for benefits per form 5500	<u>\$ 34,866,607</u>	<u>\$ 29,397,891</u>

The following is a reconciliation of contributions per the financial statement to the Form 5500:

	2023
Net increase in net asset available for benefits per the financial statements	\$ 5,307,345
Less: Prior year change in adjustment to fair value for common collective trust	<u>161,371</u>
Net increase in net assets available for benefits per the Form 5500	<u>\$ 5,468,716</u>

Note 11 – Subsequent Events

The Plan has evaluated events occurring after the date of the most recent accompanying Statement of Net Assets Available for Benefits through October 15, 2024, the date the financial statements were available to be issued. The Plan did not identify any material subsequent events requiring adjustment to or disclosure in the accompanying financial statements.

See independent auditors' report.

SUPPLEMENTAL SCHEDULE

MARKWINS BEAUTY BRANDS, INC. 401(K) RETIREMENT PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2023

Plan Name: Markwins Beauty Brands, Inc. 401(k) Retirement Plan
EIN#: 95-4170484
Plan #: 001

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

(a)	(b)	(c)	(d)	(e)
Party- in-interest	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Fidelity Freedom® Index 2040 Fund Institutional Premium Class	Registered Investment Company	**	\$ 3,826,570
*	Fidelity Freedom® Index 2025 Fund Institutional Premium Class	Registered Investment Company	**	\$ 3,496,595
*	Fidelity Freedom® Index 2030 Fund Institutional Premium Class	Registered Investment Company	**	\$ 3,273,187
*	Fidelity® 500 Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 3,026,131
*	JPMorgan Large Cap Growth Fund Class R6	Registered Investment Company	**	\$ 2,742,566
*	Fidelity Freedom® Index 2020 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,608,225
*	Putnam Stable Value	Common/Collective Trust	**	\$ 2,514,610
*	Fidelity Freedom® Index 2050 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,478,828
*	Fidelity Freedom® Index 2045 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,381,201
*	Fidelity Freedom® Index 2035 Fund Institutional Premium Class	Registered Investment Company	**	\$ 2,305,817
*	Fidelity Freedom® Index 2055 Fund Institutional Premium Class	Registered Investment Company	**	\$ 1,411,697
*	Fidelity Freedom® Index 2060 Fund Institutional Premium Class	Registered Investment Company	**	\$ 731,387
*	John Hancock Bond Fund Class R6	Registered Investment Company	**	\$ 681,653
*	Carillon Eagle Mid Cap Growth Fund Class R6	Registered Investment Company	**	\$ 562,024
*	Putnam Small Cap Growth R Fund	Registered Investment Company	**	\$ 419,551
*	Victory Sycamore Established Value Fund Class R6	Registered Investment Company	**	\$ 308,100
*	MFS® Value Fund Class R6	Registered Investment Company	**	\$ 259,407
*	Fidelity® Global ex U.S. Index Fund	Registered Investment Company	**	\$ 252,476
*	Principal Real Estate Securities Fund Class R6	Registered Investment Company	**	\$ 190,254
*	American Funds New World Fund® Class R-6	Registered Investment Company	**	\$ 170,964
*	American Funds American Balanced Fund® Class R-6	Registered Investment Company	**	\$ 161,560
*	Fidelity® Small Cap Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 153,330
*	Fidelity® Mid Cap Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 153,006
*	Allspring Special Small Cap Value Fund - Class R6	Registered Investment Company	**	\$ 142,414
*	Fidelity Freedom® Index 2015 Fund Institutional Premium Class	Registered Investment Company	**	\$ 140,425
*	Fidelity Freedom® Index 2065 Fund Institutional Premium Class	Registered Investment Company	**	\$ 51,132
*	Fidelity® Emerging Markets Index Fund - Institutional Premium Class	Registered Investment Company	**	\$ 44,407
*	Fidelity Freedom® Index Income Fund Institutional Premium Class	Registered Investment Company	**	\$ 36,242
*	MFS® International Growth Fund Class R6	Registered Investment Company	**	\$ 30,992
*	MFS® International Value Fund Class R6	Registered Investment Company	**	\$ 19,956
*	Notes receivable from participants	4.25% - 9.50% interest rates, maturing between 2024 and 2031	-0-	\$ 291,900
*	Party-in-interest to the Plan for which a statutory exemption exists.			
**	Cost information has been omitted for participant-directed investments.			

See independent auditors' report.