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 07/01/2023 and ending 06/30/2024

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

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

D Check box if filing under:
- [X] 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 METSCHOOLS, LLC 401(K) PLAN	**1b** Three-digit plan number (PN) ▶ 002 **1c** Effective date of plan 01/02/1996
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) METSCHOOLS, LLC 299 N 7TH ST. BROOKLYN, NY 11211	**2b** Employer Identification Number (EIN) 80-0925829 **2c** Plan Sponsor's telephone number 212-867-2828 **2d** Business code (see instructions) 611000

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.	01/30/2025	PAMELA BURKE
	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 [X] 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**	215
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	**6a(1)**	63
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	0
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	0
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	0
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	0
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	210
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	0
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
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:

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

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)** [X] 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)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) – Number Attached 0
- **(4)** [X] **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 07/01/2023 and ending 06/30/2024

A Name of plan METSCHOOLS, LLC 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 METSCHOOLS, LLC	**D** Employer Identification Number (EIN) 80-0925829

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

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

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

MESIROW FINANCIAL INC.

36-3194849

(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	7027	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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	6857	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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.
BAIRD CORE PLUS INST - US BANCORP 39-0281260	0.02%

(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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2023

This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 07/01/2023 and ending 06/30/2024

A Name of plan
METSCHOOLS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
METSCHOOLS, LLC

D Employer Identification Number (EIN)
80-0925829

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)	378138	12925
(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)	34384	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	5239388	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	5651910	12925
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 through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	5651910	12925

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)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5694	
(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)	721	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		6415
(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)	16781	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		16781
(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)		0
(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)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-249134
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		-225938

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5397525	
(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)		5397525
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		1638
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)	6857	
(4) IQPA audit fees	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	7027	
(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)		13884
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5413047

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		-5638985
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) [X] 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) [X] 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: CERINI & ASSOCIATES **(2)** EIN: 11-3066459

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

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [X] Yes [ ] No

If "Yes," enter the amount of any plan assets that reverted to the employer this year 0.

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

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

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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2023** **This Form is Open to Public Inspection.**

For calendar plan year 2023 or fiscal plan year beginning 07/01/2023 and ending 06/30/2024

A Name of plan METSCHOOLS, LLC 401(K) PLAN	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 METSCHOOLS, LLC	**D** Employer Identification Number (EIN) 80-0925829

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**

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 .

METSCHOOLS, LLC 401(K) PLAN

PLAN SPONSOR EIN: 80-0925829

PLAN NUMBER: 002

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED JUNE 30, 2024

Connected to your business goals success

CERINI & ASSOCIATES LLP
Certified Public Accountants

METSCHOOLS, LLC 401(K) PLAN
PLAN SPONSOR EIN: 80-0925829
PLAN NUMBER: 002

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT
FOR THE YEAR ENDED JUNE 30, 2024
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CERINI & ASSOCIATES LLP
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Fiduciaries of the
MetSchools, LLC 401(k) Plan
Brooklyn, New York

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

We have performed an audit of the financial statements of the MetSchools, LLC 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits in liquidation as of June 30, 2024 and 2023, and the related statement of changes in net assets available for benefits in liquidation for the year ended June 30, 2024, 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 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 June 30, 2024 and 2023 and for the year ended June 30, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material

respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our 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.

Emphasis of Matter - Terminating Plan and Liquidation Basis of Accounting

As discussed in Note 8 to the financial statements, the Board of Directors of the Plan voted on May 2, 2023 to terminate the Plan and management determined liquidation was imminent. In accordance with accounting principles generally accepted in the United States of America, the Plan changed its basis of accounting from the going-concern basis of accounting to the liquidation basis of accounting used in presenting the financial statements. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

Supplemental Schedule Required by ERISA

The supplemental Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of June 30, 2024 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, are 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).

Cerini & Associates LLP

Bohemia, New York
January 23, 2025

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION

JUNE 30,	*2024*	*2023*
ASSETS		
Investments, at fair value	$ 12,925	$ 5,617,526
Notes receivable from participants	-	34,384
TOTAL ASSETS	$ 12,925	$ 5,651,910
NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION	$ 12,925	$ 5,651,910

The accompanying notes are an integral part of these financial statements.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION FOR THE YEAR ENDED JUNE 30, 2024

ADDITIONS:	
Additions to net assets attributed to:	
Interest and dividends	$ 22,475
Interest on notes receivable from participants	721
TOTAL ADDITIONS	23,196
DEDUCTIONS:	
Deductions from net assets attributed to:	
Net depreciation in fair value of investments	249,134
Benefits paid to participants	5,397,525
Administrative expenses	13,884
Deemed distributed loans	1,638
TOTAL DEDUCTIONS	5,662,181
NET DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION	(5,638,985)
NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION:	
Beginning of year	5,651,910
End of year	$ 12,925

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the MetSchools, LLC 401(k) Plan (the "Plan") is presented to assist in understanding the Plan's financial statements and supplemental information. These financial statements, supplemental information, and notes are representations of MetSchools, LLC's (hereinafter, the "Employer" or the "Plan Sponsor") management, who is responsible for the integrity and objectivity of the financial statements. These accounting policies have been consistently applied in the preparation of the financial statements and supplemental schedule.

Basis of Accounting: The financial statements of the Plan have been prepared on the liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America. Refer to Note 8, Plan Termination, regarding the facts and circumstances surrounding the adoption of the liquidation basis of accounting.

Investment Valuation and Income Recognition: Investments in mutual funds are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income on investments is recorded when earned. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. During the year ended June 30, 2024, the Plan's net investment depreciation was $249,134.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as deemed distributions based upon the terms of the Plan document.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Payment of Benefits: Benefits are recorded when paid to the Plan participants.

Events Occurring After Report Date: The Plan Sponsor has evaluated events and transactions that occurred between July 1, 2024 and January 23, 2025, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. Any such disclosures have been reflected within the financial statements.

NOTE 2 – DESCRIPTION OF THE PLAN

The following entities participated in the Plan:

- Williamsburg Northside School, LLC
- Williamsburg Northside Preschool, LLC

The Plan Sponsor and certain of its entities were acquired by VSS Structured Capital II, LP, a fund managed by VSS Fund Management LLC ("VSS"), effective August 9, 2013. VSS Structured Capital II, LP and an affiliated fund are the 100% owners of MetSchools, LLC. All of these entities are eligible to participate in the Plan. Effective December 13, 2013, the Plan Sponsor engaged a named fiduciary for Plan investments and administration. Responsibility of Plan oversight is shared between the Plan Sponsor and the fiduciary. In March 2020, the Plan Sponsor engaged with a different named fiduciary.

Effective January 1, 2018, Aaron School, LLC and Rebecca School, LLC were divested from MetSchools' ownership. Since the divestiture, employees of these schools have been terminated from their relationship with MetSchools. All employees of Aaron School, LLC and Rebecca School, LLC who participated in the Plan and had an account balance are 100% vested in their account balances as of the date of the sale regardless of their years of service. The account balances of such participants will be distributed in accordance with the provisions of the Plan document. If elected by the participants, their account balances can be rolled over into a plan of the acquirer. As of June 30, 2024, there were no Plan assets from terminated employees at Aaron School, LLC and Rebecca School, LLC who had account balances. As of June 30, 2023, total Plan assets from terminated employees at Aaron School, LLC and Rebecca School, LLC was $2,041,071 and represented the account balances of 54 employees, approximately 23% of total Plan participants.

Effective June 17, 2019, Montclare Children's School was divested from MetSchools' ownership. Since the divestiture, employees of this school have been terminated from their relationship with MetSchools. All employees of Montclare Children's School who participated in the Plan and had an account balance are 100% vested in their account balances as of the date of the sale regardless of their years of service. The account balances of such participants will be distributed in accordance with the provisions of the Plan document. If elected by the participant, their account balances can be rolled over into a plan of the acquirer. As of June 30, 2024, there were no Plan assets from terminated employees at Montclare Children's School who had account balances. As of June 30, 2023, total Plan assets from terminated employees at Montclare Children's School was $720,039 and represented the account balances of 16 employees, approximately 7% of total Plan participants.

On May 2, 2022, the Plan was amended to remove The Corporate Office for MetSchools, LLC as a participating employer of the Plan.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

In June 2023, the Williamsburg Northside School, LLC and Williamsburg Northside Preschool, LLC closed.

The following description of the Plan provides general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan, last amended in June 2023 for the termination of the Plan (see Note 8), was a participant-directed defined contribution plan covering eligible employees of the Plan Sponsor who had completed three months of service and had attained the age twenty-one. An eligible employee became a participant and entered the Plan on the first day of the month coinciding with or immediately following the date the eligible employee met the eligibility requirements.

The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan permitted participants to designate a portion of their contributions to be treated as "Roth" contributions. A contribution treated as a Roth contribution was subject to current federal income tax at the time it was contributed to the Plan. However, if certain requirements were satisfied prior to the distribution of such amounts from the Plan, distributions of amounts attributable to Roth contributions (including earnings thereon) was not subjected to federal income tax at the time of distribution.

Each year, participants could contribute to the Plan a percentage of compensation, as defined. Such contributions were excluded from each participant's federal taxable income (unless they were treated as "Roth" contributions as described earlier) until received as a withdrawal or distribution from the Plan. Participants could also contribute amounts distributed from other qualified plans.

Effective September 25, 2015 the Plan was amended to include an automatic enrollment provision whereby all newly eligible employees were automatically enrolled in the Plan unless they affirmatively elect not to participate. In addition to newly eligible employees, eligible employees who had no deferral elections on file as of October 25, 2015 were also auto-enrolled into the Plan. Automatically enrolled participants were enrolled at an initial deferral rate of 2.00% of defined compensation.

The Plan provided for discretionary employer matching contributions. In order to participate in the employer matching contributions, an employee must have been employed on the last day of the Plan year. However, participants who were not employed on the last day of the Plan year due to death, disability, or retirement shall share in the allocation of matching contributions for that Plan year.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

Participant Accounts: The Plan was a defined contribution plan under which a separate individual account is established for each participant. Each participant's account was credited with each participant's contribution, employer contribution, earnings, and an allocation of any administrative expenses. As a participant-directed plan, each participant's investment choices determined his/her share of earnings or losses.

Vesting: Participants were immediately vested in their contributions plus actual earnings thereon. Vesting in the employer matching contributions at any time prior to normal retirement age, death, or disability was based on years of continuous service, as follows:

Years of Service	Percentage of Vested Interest
2	25%
3	50%
4	75%
5	100%

Each participant became fully vested in the employer's contributions plus actual earnings thereon, upon reaching retirement age, death, or disability prior to termination of employment. Upon termination of the Plan, participants became fully vested in the employer contributions.

Forfeited Accounts: When certain terminations of participation in the Plan occurred, the non-vested portion of the participant's account represented a forfeiture. Forfeitures in each Plan year can be used to pay administrative expenses incurred by the Plan and could also be applied to reduce discretionary employer matching contributions for the Plan year. At June 30, 2024 and 2023, forfeitures amounted to $8,236 and $23,652, respectively. The forfeitures balance as of June 30, 2024 was subsequently allocated to the participants.

Investment Options: Upon enrollment in the Plan, participants could direct Fidelity Management Trust Company, the trustee and recordkeeper, to invest contributions in various investment options managed by the trustee, its affiliates, and other large investment management companies. Participants could change their percentages of their deferral contributions as of the beginning of each payroll period, whereas participants could change their investments directions applicable to their deferral contributions as well as to their existing account balances at any time.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

Notes Receivable From Participants: Participants could borrow from their vested fund account balances, a minimum of $1,000 and up to a maximum equal to the lesser of (a) $50,000 reduced by the excess (if any) of the highest outstanding balance of plan loans during the one year period ending on the day before the loan was made over the outstanding balance of plan loans on the date the loan was made or (b) one-half of the value of their vested fund account balance. The maximum payment term allowed for any loan was five years unless the loan qualified as a residential mortgage loan. The loans were secured by the balance in the participant's account and bore interest at rates specified in the service agreement with the trustee and recordkeeper. As of June 30, 2024, there were no notes receivable from participants. The outstanding loans at June 30, 2023 bore interest at rates ranging from 4.25% to 9.00%. Principal and interest were paid ratably through payroll deductions.

In accordance with the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), effective April 12, 2020, impacted participant loan payments due from March 27, 2020 through December 31, 2020, including those due following a severance from employment, could have been delayed for one year. This period was disregarded in determining the loan term, including the five-year maximum. Subsequent loan payments were adjusted appropriately to reflect the payment delay, any interest accruing during that delay, and the revised loan term.

The CARES Act also permitted an increase in the maximum loan amount available for qualified individuals. For Plan loans made to a qualified individual from March 27, 2020 to September 22, 2020, the limit could have been increased up to the lessor of: (1) $100,000 (minus outstanding Plan loans of the individual), or (2) the individual's vested benefit under the Plan.

Deemed Distributions: When a participant failed to make loan repayments under the terms of the loan agreement, the loan was considered to be in default. A loan in default was considered a distribution from the Plan (deemed distribution) that would result in taxable income to the participant. However, until the participant either repaid the loan or formally requested that the recordkeeper and trustee distribute it out, the balance remained in notes receivable from participants. There were deemed distributed loans for $1,638 during the year ended June 30, 2024. Upon the occurrence of a qualifying event (as defined by the IRS and the Plan document), defaulted and outstanding loan balances were offset against the participants' account balances, at which time it was removed from Plan receivables. As of both June 30, 2024 and 2023, there were no such offsetting loans.

In-Service Withdrawals: In-service or hardship withdrawals were permitted by the Plan under limited circumstances.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

Payment of Benefits: On termination of service due to death, disability, or retirement, as defined in the Plan, participants were generally entitled to payments of their full account balances in the form of lump-sum payments. On termination of service due to other reasons, the balances of participants' vested plan accounts became distributable to them at their election. Based on the consent requirement, no distribution could be made to the participants from their accounts until they have reached age 65, unless a) the balances of the vested accounts did not exceed $1,000 or b) consent to distribution had been received from the participants. Subject to this consent requirement, participants' balances were distributed to the participants in the form of single lump-sum payments. If a participant terminated with an account balance that exceeded $1,000 but did not exceed $5,000 and did not consent to a distribution, his/her account was distributed into a rollover IRA to be established by the trustee and recordkeeper on his/her behalf.

In accordance with the CARES Act, effective April 12, 2020, Coronavirus-related distributions were made available to eligible participants up to $100,000 in aggregate (for all plans maintained by the Plan Sponsor) for withdrawals before December 31, 2020. Withdrawals were available from participants' entire vested accounts. Withdrawals were to be included in the participants' taxable income over a three-year period, unless the participants elected to have it taxed in the year of distribution. There was no limit to the number of withdrawals that could be made before December 31, 2020.

Administrative Expenses: Certain administrative functions were performed by employees of the Employer for which they were compensated by the Employer. In addition, all reasonable expenses of administration were paid out of the Plan assets unless paid by the Employer. Investment-related plan expenses are included in net depreciation of fair value of investments.

Plan Amendments: The Employer had the right under the Plan to amend the Plan at any time. The Plan was restated effective June 30, 2023 to terminate the Plan (see Note 8).

Plan Termination: The Plan Sponsor had the right under the Plan to terminate the Plan subject to the provisions of ERISA (see Note 8).

NOTE 3 – INFORMATION CERTIFIED BY TRUSTEE

Investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable held at June 30, 2024 and 2023, and net depreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the year ended June 30, 2024, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company.

NOTE 4 – TRANSACTIONS WITH PARTY-IN-INTEREST

Certain Plan investments were managed by the trustee and therefore, these transactions qualify as party-in-interest transactions. Participant loans and fees paid by the Plan for investment management services also qualify as party-in-interest transactions.

NOTE 5 – FAIR VALUE MEASUREMENTS

Accounting standards establish a framework for measuring fair value, providing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The three levels of the value hierarchy are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
    - Quoted prices for similar assets or liabilities in active markets;
    - Quoted prices for identical or similar assets or liabilities in inactive markets;
    - Inputs other than quoted prices that are observable for the asset or liability;
    - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

  If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset and liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at June 30, 2024 and 2023.

<u>Mutual Funds (Registered Investment Companies):</u> Valued at the quoted market price of shares held by the Plan at year-end.

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

NOTE 5 – FAIR VALUE MEASUREMENTS *(continued)*

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2024 and 2023:

	Assets at Fair Value as of June 30, 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 12,925	$ -	$ -	$ 12,925
Total assets at fair value	$ 12,925	$ -	$ -	$ 12,925

	Assets at Fair Value as of June 30, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 5,617,526	$ -	$ -	$ 5,617,526
Total assets at fair value	$ 5,617,526	$ -	$ -	$ 5,617,526

NOTE 6 – INCOME TAX STATUS

The Plan Sponsor adopted a volume submitter profit sharing plan with a cash or deferral arrangement. The volume submitter sponsor received a favorable opinion letter dated June 30, 2020, in which the Internal Revenue Service ("IRS") stated that the form of the volume submitter plan was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan was amended since receiving the opinion letter; however, the Plan administrator believes that the Plan was designed and operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan was qualified and the related trust was tax-exempt. The Plan administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

Accounting principles generally accepted in the United States of America require the Plan Sponsor to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2024, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2021.

NOTE 7 – 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 accompanying statements of net assets available for benefits.

NOTE 8 – PLAN TERMINATION

Effective June 30, 2023, the Plan was amended to freeze and terminate. Effective as of the date of the freeze, no new participants were, or would be, added to the Plan and no further contributions were, or would be, permitted or made under the Plan with respect to Plan compensation earned on or after June 30, 2023. All participants in the Plan whose employment included any period on or after June 30, 2023 were 100% vested in all accounts held by the Plan including any portion of an account previously forfeited on or after June 30, 2023. Each participant, both actively employed and terminated, was permitted to voluntarily receive a partial lump sum distribution by October 2, 2023, at which time participant balances were rolled over to an IRA made payable to Millennium Trust for all participants remaining in the Plan. As of May 2, 2023, management determined liquidation was imminent. Subsequent to year end, $8,236 has been allocated to the participants and the remaining balance will be used to pay Plan expenses.

SUPPLEMENTAL SCHEDULE

IRS FORM 5500 - ANNUAL RETURN/REPORT OF EMPLOYEE BENEFIT PLAN
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) as of June 30, 2024

(a)	(b) identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		Description:		
*	Fidelity Management Trust Company	VANGUARD FEDERAL MONEY MARKET FUND	{+}	$ 12,925
	Total			$ 12,925

{+} Note: Cost information has been omitted, as such information was not available.
* **Denotes party-in-interest.**

METSCHOOLS, LLC 401(K) PLAN

PLAN SPONSOR EIN: 80-0925829

PLAN NUMBER: 002

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT

FOR THE YEAR ENDED JUNE 30, 2024

Connected to your business goals success

CERINI & ASSOCIATES LLP
CERTIFIED PUBLIC ACCOUNTANTS

METSCHOOLS, LLC 401(K) PLAN
PLAN SPONSOR EIN: 80-0925829
PLAN NUMBER: 002

FINANCIAL STATEMENTS AND INDEPENDENT AUDITORS' REPORT
FOR THE YEAR ENDED JUNE 30, 2024
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CERINI & ASSOCIATES LLP
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Fiduciaries of the
MetSchools, LLC 401(k) Plan
Brooklyn, New York

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

We have performed an audit of the financial statements of the MetSchools, LLC 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits in liquidation as of June 30, 2024 and 2023, and the related statement of changes in net assets available for benefits in liquidation for the year ended June 30, 2024, 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 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 June 30, 2024 and 2023 and for the year ended June 30, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditors' Responsibilities for the Audit:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material

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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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our 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.

Emphasis of Matter - Terminating Plan and Liquidation Basis of Accounting

As discussed in Note 8 to the financial statements, the Board of Directors of the Plan voted on May 2, 2023 to terminate the Plan and management determined liquidation was imminent. In accordance with accounting principles generally accepted in the United States of America, the Plan changed its basis of accounting from the going-concern basis of accounting to the liquidation basis of accounting used in presenting the financial statements. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

Supplemental Schedule Required by ERISA

The supplemental Schedule H, line 4(i) - Schedule of Assets (Held at End of Year) as of June 30, 2024 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, are 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).

Cerini & Associates LLP

Bohemia, New York
January 23, 2025

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION

JUNE 30,	***2024***	***2023***
ASSETS		
Investments, at fair value	$ 12,925	$ 5,617,526
Notes receivable from participants	-	34,384
TOTAL ASSETS	$ 12,925	$ 5,651,910
NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION	$ 12,925	$ 5,651,910

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION FOR THE YEAR ENDED JUNE 30, 2024

ADDITIONS:		
Additions to net assets attributed to:		
Interest and dividends	$	22,475
Interest on notes receivable from participants		721
TOTAL ADDITIONS		23,196
DEDUCTIONS:		
Deductions from net assets attributed to:		
Net depreciation in fair value of investments		249,134
Benefits paid to participants		5,397,525
Administrative expenses		13,884
Deemed distributed loans		1,638
TOTAL DEDUCTIONS		5,662,181
NET DECREASE IN NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION		(5,638,985)
NET ASSETS AVAILABLE FOR BENEFITS IN LIQUIDATION:		
Beginning of year		5,651,910
End of year	$	12,925

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of the MetSchools, LLC 401(k) Plan (the "Plan") is presented to assist in understanding the Plan's financial statements and supplemental information. These financial statements, supplemental information, and notes are representations of MetSchools, LLC's (hereinafter, the "Employer" or the "Plan Sponsor") management, who is responsible for the integrity and objectivity of the financial statements. These accounting policies have been consistently applied in the preparation of the financial statements and supplemental schedule.

Basis of Accounting: The financial statements of the Plan have been prepared on the liquidation basis of accounting in accordance with accounting principles generally accepted in the United States of America. Refer to Note 8, Plan Termination, regarding the facts and circumstances surrounding the adoption of the liquidation basis of accounting.

Investment Valuation and Income Recognition: Investments in mutual funds are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for a discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income on investments is recorded when earned. Dividends are recorded on the ex-dividend date. Net depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year. During the year ended June 30, 2024, the Plan's net investment depreciation was $249,134.

Notes Receivable From Participants: Notes receivable from participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Delinquent notes receivable from participants are recorded as deemed distributions based upon the terms of the Plan document.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

Payment of Benefits: Benefits are recorded when paid to the Plan participants.

Events Occurring After Report Date: The Plan Sponsor has evaluated events and transactions that occurred between July 1, 2024 and January 23, 2025, which is the date the financial statements were available to be issued, for possible disclosure and recognition in the financial statements. Any such disclosures have been reflected within the financial statements.

NOTE 2 – DESCRIPTION OF THE PLAN

The following entities participated in the Plan:

- Williamsburg Northside School, LLC
- Williamsburg Northside Preschool, LLC

The Plan Sponsor and certain of its entities were acquired by VSS Structured Capital II, LP, a fund managed by VSS Fund Management LLC ("VSS"), effective August 9, 2013. VSS Structured Capital II, LP and an affiliated fund are the 100% owners of MetSchools, LLC. All of these entities are eligible to participate in the Plan. Effective December 13, 2013, the Plan Sponsor engaged a named fiduciary for Plan investments and administration. Responsibility of Plan oversight is shared between the Plan Sponsor and the fiduciary. In March 2020, the Plan Sponsor engaged with a different named fiduciary.

Effective January 1, 2018, Aaron School, LLC and Rebecca School, LLC were divested from MetSchools' ownership. Since the divestiture, employees of these schools have been terminated from their relationship with MetSchools. All employees of Aaron School, LLC and Rebecca School, LLC who participated in the Plan and had an account balance are 100% vested in their account balances as of the date of the sale regardless of their years of service. The account balances of such participants will be distributed in accordance with the provisions of the Plan document. If elected by the participants, their account balances can be rolled over into a plan of the acquirer. As of June 30, 2024, there were no Plan assets from terminated employees at Aaron School, LLC and Rebecca School, LLC who had account balances. As of June 30, 2023, total Plan assets from terminated employees at Aaron School, LLC and Rebecca School, LLC was $2,041,071 and represented the account balances of 54 employees, approximately 23% of total Plan participants.

Effective June 17, 2019, Montclare Children's School was divested from MetSchools' ownership. Since the divestiture, employees of this school have been terminated from their relationship with MetSchools. All employees of Montclare Children's School who participated in the Plan and had an account balance are 100% vested in their account balances as of the date of the sale regardless of their years of service. The account balances of such participants will be distributed in accordance with the provisions of the Plan document. If elected by the participant, their account balances can be rolled over into a plan of the acquirer. As of June 30, 2024, there were no Plan assets from terminated employees at Montclare Children's School who had account balances. As of June 30, 2023, total Plan assets from terminated employees at Montclare Children's School was $720,039 and represented the account balances of 16 employees, approximately 7% of total Plan participants.

On May 2, 2022, the Plan was amended to remove The Corporate Office for MetSchools, LLC as a participating employer of the Plan.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

In June 2023, the Williamsburg Northside School, LLC and Williamsburg Northside Preschool, LLC closed.

The following description of the Plan provides general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan, last amended in June 2023 for the termination of the Plan (see Note 8), was a participant-directed defined contribution plan covering eligible employees of the Plan Sponsor who had completed three months of service and had attained the age twenty-one. An eligible employee became a participant and entered the Plan on the first day of the month coinciding with or immediately following the date the eligible employee met the eligibility requirements.

The Plan was subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan permitted participants to designate a portion of their contributions to be treated as "Roth" contributions. A contribution treated as a Roth contribution was subject to current federal income tax at the time it was contributed to the Plan. However, if certain requirements were satisfied prior to the distribution of such amounts from the Plan, distributions of amounts attributable to Roth contributions (including earnings thereon) was not subjected to federal income tax at the time of distribution.

Each year, participants could contribute to the Plan a percentage of compensation, as defined. Such contributions were excluded from each participant's federal taxable income (unless they were treated as "Roth" contributions as described earlier) until received as a withdrawal or distribution from the Plan. Participants could also contribute amounts distributed from other qualified plans.

Effective September 25, 2015 the Plan was amended to include an automatic enrollment provision whereby all newly eligible employees were automatically enrolled in the Plan unless they affirmatively elect not to participate. In addition to newly eligible employees, eligible employees who had no deferral elections on file as of October 25, 2015 were also auto-enrolled into the Plan. Automatically enrolled participants were enrolled at an initial deferral rate of 2.00% of defined compensation.

The Plan provided for discretionary employer matching contributions. In order to participate in the employer matching contributions, an employee must have been employed on the last day of the Plan year. However, participants who were not employed on the last day of the Plan year due to death, disability, or retirement shall share in the allocation of matching contributions for that Plan year.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

Participant Accounts: The Plan was a defined contribution plan under which a separate individual account is established for each participant. Each participant's account was credited with each participant's contribution, employer contribution, earnings, and an allocation of any administrative expenses. As a participant-directed plan, each participant's investment choices determined his/her share of earnings or losses.

Vesting: Participants were immediately vested in their contributions plus actual earnings thereon. Vesting in the employer matching contributions at any time prior to normal retirement age, death, or disability was based on years of continuous service, as follows:

Years of Service	Percentage of Vested Interest
2	25%
3	50%
4	75%
5	100%

Each participant became fully vested in the employer's contributions plus actual earnings thereon, upon reaching retirement age, death, or disability prior to termination of employment. Upon termination of the Plan, participants became fully vested in the employer contributions.

Forfeited Accounts: When certain terminations of participation in the Plan occurred, the non-vested portion of the participant's account represented a forfeiture. Forfeitures in each Plan year can be used to pay administrative expenses incurred by the Plan and could also be applied to reduce discretionary employer matching contributions for the Plan year. At June 30, 2024 and 2023, forfeitures amounted to $8,236 and $23,652, respectively. The forfeitures balance as of June 30, 2024 was subsequently allocated to the participants.

Investment Options: Upon enrollment in the Plan, participants could direct Fidelity Management Trust Company, the trustee and recordkeeper, to invest contributions in various investment options managed by the trustee, its affiliates, and other large investment management companies. Participants could change their percentages of their deferral contributions as of the beginning of each payroll period, whereas participants could change their investments directions applicable to their deferral contributions as well as to their existing account balances at any time.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

Notes Receivable From Participants: Participants could borrow from their vested fund account balances, a minimum of $1,000 and up to a maximum equal to the lesser of (a) $50,000 reduced by the excess (if any) of the highest outstanding balance of plan loans during the one year period ending on the day before the loan was made over the outstanding balance of plan loans on the date the loan was made or (b) one-half of the value of their vested fund account balance. The maximum payment term allowed for any loan was five years unless the loan qualified as a residential mortgage loan. The loans were secured by the balance in the participant's account and bore interest at rates specified in the service agreement with the trustee and recordkeeper. As of June 30, 2024, there were no notes receivable from participants. The outstanding loans at June 30, 2023 bore interest at rates ranging from 4.25% to 9.00%. Principal and interest were paid ratably through payroll deductions.

In accordance with the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), effective April 12, 2020, impacted participant loan payments due from March 27, 2020 through December 31, 2020, including those due following a severance from employment, could have been delayed for one year. This period was disregarded in determining the loan term, including the five-year maximum. Subsequent loan payments were adjusted appropriately to reflect the payment delay, any interest accruing during that delay, and the revised loan term.

The CARES Act also permitted an increase in the maximum loan amount available for qualified individuals. For Plan loans made to a qualified individual from March 27, 2020 to September 22, 2020, the limit could have been increased up to the lessor of: (1) $100,000 (minus outstanding Plan loans of the individual), or (2) the individual's vested benefit under the Plan.

Deemed Distributions: When a participant failed to make loan repayments under the terms of the loan agreement, the loan was considered to be in default. A loan in default was considered a distribution from the Plan (deemed distribution) that would result in taxable income to the participant. However, until the participant either repaid the loan or formally requested that the recordkeeper and trustee distribute it out, the balance remained in notes receivable from participants. There were deemed distributed loans for $1,638 during the year ended June 30, 2024. Upon the occurrence of a qualifying event (as defined by the IRS and the Plan document), defaulted and outstanding loan balances were offset against the participants' account balances, at which time it was removed from Plan receivables. As of both June 30, 2024 and 2023, there were no such offsetting loans.

In-Service Withdrawals: In-service or hardship withdrawals were permitted by the Plan under limited circumstances.

NOTE 2 – DESCRIPTION OF THE PLAN *(continued)*

Payment of Benefits: On termination of service due to death, disability, or retirement, as defined in the Plan, participants were generally entitled to payments of their full account balances in the form of lump-sum payments. On termination of service due to other reasons, the balances of participants' vested plan accounts became distributable to them at their election. Based on the consent requirement, no distribution could be made to the participants from their accounts until they have reached age 65, unless a) the balances of the vested accounts did not exceed $1,000 or b) consent to distribution had been received from the participants. Subject to this consent requirement, participants' balances were distributed to the participants in the form of single lump-sum payments. If a participant terminated with an account balance that exceeded $1,000 but did not exceed $5,000 and did not consent to a distribution, his/her account was distributed into a rollover IRA to be established by the trustee and recordkeeper on his/her behalf.

In accordance with the CARES Act, effective April 12, 2020, Coronavirus-related distributions were made available to eligible participants up to $100,000 in aggregate (for all plans maintained by the Plan Sponsor) for withdrawals before December 31, 2020. Withdrawals were available from participants' entire vested accounts. Withdrawals were to be included in the participants' taxable income over a three-year period, unless the participants elected to have it taxed in the year of distribution. There was no limit to the number of withdrawals that could be made before December 31, 2020.

Administrative Expenses: Certain administrative functions were performed by employees of the Employer for which they were compensated by the Employer. In addition, all reasonable expenses of administration were paid out of the Plan assets unless paid by the Employer. Investment-related plan expenses are included in net depreciation of fair value of investments.

Plan Amendments: The Employer had the right under the Plan to amend the Plan at any time. The Plan was restated effective June 30, 2023 to terminate the Plan (see Note 8).

Plan Termination: The Plan Sponsor had the right under the Plan to terminate the Plan subject to the provisions of ERISA (see Note 8).

NOTE 3 – INFORMATION CERTIFIED BY TRUSTEE

Investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable held at June 30, 2024 and 2023, and net depreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the year ended June 30, 2024, was obtained by management and agreed to or derived from information certified as complete and accurate by Fidelity Management Trust Company.

NOTE 4 – TRANSACTIONS WITH PARTY-IN-INTEREST

Certain Plan investments were managed by the trustee and therefore, these transactions qualify as party-in-interest transactions. Participant loans and fees paid by the Plan for investment management services also qualify as party-in-interest transactions.

NOTE 5 – FAIR VALUE MEASUREMENTS

Accounting standards establish a framework for measuring fair value, providing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The three levels of the value hierarchy are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
    - Quoted prices for similar assets or liabilities in active markets;
    - Quoted prices for identical or similar assets or liabilities in inactive markets;
    - Inputs other than quoted prices that are observable for the asset or liability;
    - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

  If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset and liability.
- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at June 30, 2024 and 2023.

Mutual Funds (Registered Investment Companies): Valued at the quoted market price of shares held by the Plan at year-end.

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

NOTE 5 – FAIR VALUE MEASUREMENTS (*continued*)

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2024 and 2023:

	Assets at Fair Value as of June 30, 2024			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 12,925	$ -	$ -	$ 12,925
Total assets at fair value	$ 12,925	$ -	$ -	$ 12,925

	Assets at Fair Value as of June 30, 2023			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 5,617,526	$ -	$ -	$ 5,617,526
Total assets at fair value	$ 5,617,526	$ -	$ -	$ 5,617,526

NOTE 6 – INCOME TAX STATUS

The Plan Sponsor adopted a volume submitter profit sharing plan with a cash or deferral arrangement. The volume submitter sponsor received a favorable opinion letter dated June 30, 2020, in which the Internal Revenue Service ("IRS") stated that the form of the volume submitter plan was in compliance with the applicable requirements of the Internal Revenue Code ("IRC"). The Plan was amended since receiving the opinion letter; however, the Plan administrator believes that the Plan was designed and operated in compliance with the applicable requirements of the IRC and therefore believes that the Plan was qualified and the related trust was tax-exempt. The Plan administrator is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

Accounting principles generally accepted in the United States of America require the Plan Sponsor to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2024, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2021.

NOTE 7 – 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 accompanying statements of net assets available for benefits.

NOTE 8 – PLAN TERMINATION

Effective June 30, 2023, the Plan was amended to freeze and terminate. Effective as of the date of the freeze, no new participants were, or would be, added to the Plan and no further contributions were, or would be, permitted or made under the Plan with respect to Plan compensation earned on or after June 30, 2023. All participants in the Plan whose employment included any period on or after June 30, 2023 were 100% vested in all accounts held by the Plan including any portion of an account previously forfeited on or after June 30, 2023. Each participant, both actively employed and terminated, was permitted to voluntarily receive a partial lump sum distribution by October 2, 2023, at which time participant balances were rolled over to an IRA made payable to Millennium Trust for all participants remaining in the Plan. As of May 2, 2023, management determined liquidation was imminent. Subsequent to year end, $8,236 has been allocated to the participants and the remaining balance will be used to pay Plan expenses.

SUPPLEMENTAL SCHEDULE

IRS FORM 5500 - ANNUAL RETURN/REPORT OF EMPLOYEE BENEFIT PLAN
Schedule H, Line 4(i)
Schedule of Assets (Held at End of Year) as of June 30, 2024

(a)	(b) identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
		Description:		
*	Fidelity Management Trust Company	VANGUARD FEDERAL MONEY MARKET FUND	{+}	$ 12,925
	Total			$ 12,925

{+} Note: Cost information has been omitted, as such information was not available.
* **Denotes party-in-interest.**