

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</p> <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; text-align: center;">2024</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection</p>
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Part I Annual Report Identification Information
 For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

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.)

a single-employer plan a DFE (specify) _____

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

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

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

D Check box if filing under: Form 5558 automatic extension the DFVC program

special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.

Part II Basic Plan Information—enter all requested information

<p>1a Name of plan <u>BLACK CAPE 401(K) PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BLACK CAPE, INC.</u></p> <p><u>4075 WILSON BLVD</u> <u>FLOOR #8</u> <u>ARLINGTON, VA 22203</u></p>	<p>1c Effective date of plan <u>01/01/2019</u></p> <p>2b Employer Identification Number (EIN) <u>82-3614228</u></p> <p>2c Plan Sponsor's telephone number <u>443-691-2700</u></p> <p>2d Business code (see instructions) <u>541600</u></p>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/15/2025	QIAN LIU
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor GUIDELINE RK, LLC 1412 CHAPIN AVENUE BURLINGAME, CA 94010	3b Administrator's EIN 30-1418950 3c Administrator's telephone number 888-228-3491
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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
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5 Total number of participants at the beginning of the plan year	5	158
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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)	128
a(2) Total number of active participants at the end of the plan year	6a(2)	160
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits	6c	26
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d	186
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e	0
f Total. Add lines 6d and 6e	6f	186
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)	157
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)	184
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2F 2G 2J 2K 2S 2T 3D

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BLACK CAPE 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BLACK CAPE, INC.	D Employer Identification Number (EIN) 82-3614228	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

VANGUARD	100 VANGUARD BLVD MALVERN, PA 19355
23-1945930	

(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)

GUIDELINE, INC.

47-4474775

(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?
14 15 16 26 27 31 37 38 50 64 65 72	RECORDKEEPER	10761	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

BENEFIT TRUST COMPANY

43-1971558

(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?
18 19	CUSTODIAN	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	12283	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
BENEFIT TRUST COMPANY	18 19	12283
(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.	
GUIDELINE, INC. 47-4474775	BASED UPON TOTAL AMOUNT INVOICED BY BENEFIT TRUST COMPANY TO GUIDELINE (INCLUDING ASSET AND TRANSACTION BASED FEES) AND THE APPROXIMATE SHARE OF GUIDELINE'S TOTAL ASSETS UNDER MANAGEMENT REPRESENTED BY THE PLAN (0.104%)	
(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
(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan BLACK CAPE 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BLACK CAPE, INC.	D Employer Identification Number (EIN) 82-3614228

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

		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	8932	252970
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	49542	104114
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	11028208	16586070
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	11086682	16943154
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	11086682	16943154

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)	1395206	
(B) Participants.....	2a(1)(B)	2178643	
(C) Others (including rollovers).....	2a(1)(C)	796958	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4370807
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)	7446	
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7446
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	322076	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		322076
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1631700
c Other income	2c		-2
d Total income. Add all income amounts in column (b) and enter total	2d		6332027

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	463604	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		463604
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)	832	
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	11119	
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		11951
j Total expenses. Add all expense amounts in column (b) and enter total	2j		475555

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5856472
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **CST GROUP, CPAS, PC**

(2) EIN: **54-1019610**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	0
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	0
e Was this plan covered by a fidelity bond?	X		917471694
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	0
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	0
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
--	---	---

For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BLACK CAPE 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BLACK CAPE, INC.	D Employer Identification Number (EIN) 82-3614228	

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	0
----------	----------

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 04-3581074

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

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

3	
----------	--

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 09 / 26 / 2024 (MM/DD/YYYY) and the Opinion Letter serial number Q704210A.

**Audited Financial Statements
and Supplementary Information**

BLACK CAPE 401(K) PLAN

Arlington, Virginia

December 31, 2024 and 2023

Black Cape 401(k) Plan

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INDEPENDENT AUDITOR'S REPORT

**To the Participants and Administrator of
Black Cape 401(k) Plan
Arlington, Virginia**

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

We have performed audits of the accompanying financial statements of Black Cape 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Black Cape 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2024 and 2023 and for the year ended December 31, 2024, stating that the certified investment information, as described in Note C to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Black Cape 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Correction of Error

As discussed in Note J to the financial statements, an error resulting in understatement of employer contributions receivable and employer contributions revenue as of December 31, 2023, was discovered by Plan management during the current year. Accordingly, amounts for employer contributions receivable have been restated in the 2023 financial statements now presented, and an adjustment has been made to net assets available for benefits as of December 31, 2023, to correct the error. 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 Black Cape 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Black Cape 401(k) 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 Black Cape 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

The supplemental schedule of assets held for investment purposes as of December 31, 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

CST GROUP, CPAs, PC

August 26, 2025

Black Cape 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS as of December 31

	<u>2024</u>	<u>2023</u>
CASH - NON-INTEREST BEARING:	\$ 252,970	\$ 8,932
INVESTMENTS - AT FAIR VALUE:	16,586,070	11,028,208
RECEIVABLES		
Participant contributions	72,899	56,157
Employer contributions	930,319	774,568
Notes receivable from participants	<u>104,114</u>	<u>49,542</u>
	<u>1,107,332</u>	<u>880,267</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,946,372</u>	<u>\$ 11,917,407</u>

Black Cape 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS for Year Ended December 31, 2024

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net change in fair value of investments	\$ 1,631,700
Interest and dividends	<u>329,522</u>
	1,961,222

Contributions:

Participants'	2,195,385
Employer's	1,550,957
Rollovers	<u>796,958</u>
	4,543,300

TOTAL ADDITIONS **6,504,522**

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	463,604
Administrative expenses	<u>11,953</u>

TOTAL DEDUCTIONS **475,557**

NET INCREASE **6,028,965**

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year 11,917,407

END OF YEAR **\$ 17,946,372**

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE A - DESCRIPTION OF PLAN

The following description of Black Cape, Inc. (the Company) 401(k) Plan (the Plan) provides only general information. Readers of these financial statements should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with 401(k) salary deferral provisions covering substantially all eligible employees who have attained the age of 18 years. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to defer a portion of pre-tax and post-tax eligible compensation into the Plan, up to the maximum allowed by the Internal Revenue Code (IRC). In addition, the Plan allows for catch up contributions by employees aged 50 years and older before the end of the Plan year. Participants may also contribute amounts representing distributions from other qualified plans, as defined in the Plan's provisions as rollover contributions. For the years ended December 31, 2024 and 2023, employee rollover contributions totaled \$796,958 and \$360,191, respectively. The Plan also includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled at 5% unless they affirmatively opt out.

The Company provides safe harbor matching contributions and discretionary profit-sharing contributions. Safe harbor matching contributions are a match of 50% up to 6% of the participant's compensation. Employer contributions are invested in funds, as directed by participants. The Company contributed \$644,034 and \$562,512 in safe harbor matching contributions for the years ended December 31, 2024 and 2023, respectively. The Company contributed \$906,923 and \$756,527 in discretionary profit-sharing contributions for the years ended December 31, 2024 and 2023, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's discretionary contribution, Plan earnings, losses, and Plan expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the vested balance in the participant's account and bear interest at rates of 9.50% and matures through August 2029. Loan terms range from one to five years except for the purchase of a primary residence. Principal and interest are paid ratably through bi-monthly payroll deductions.

Vesting

Participants are immediately vested in their contributions and rollover contributions, plus actual earnings thereon. Participants are also immediately vested in the Company's discretionary profit-sharing contributions and safe-harbor matching contributions, plus actual earnings thereon.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE A - DESCRIPTION OF PLAN (continued)

Forfeited Accounts

Participants are immediately vested in their contributions, the Company's discretionary profit sharing contributions and safe-harbor matching contributions plus actual earnings thereon. Therefore, there were no forfeitures for the years ended December 31, 2024 and 2023, respectively.

Payment of Benefits

On termination of service, death, or retirement, a participant is entitled to receive a distribution of the full amount in that participant's salary reduction and rollover contributions as well as his vested interest in the Company's contribution.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting where revenues are recognized when earned and expenses are recognized when incurred. The accrual basis of accounting conforms to accounting principles generally accepted in the United States.

Estimates

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

Investment Valuation and Income Recognition

At December 31, 2024, all of the Plan's invested assets are held at Benefit Trust Company, which invests funds based on the recommendations of each fund's manager. Investments are reported at fair value. Fair value is the sale price that would be received to sell an asset or price paid to transfer a liability in a typical transaction between market participants at the date of measurement. Plan management assesses and establishes the Plan's valuation policies using information provided by the custodians of the investments. See Note I for discussion of fair value measurements. Investment assets, transactions, and income as presented in the financial statements and supplemental schedule were certified by the trustees to be complete and accurate.

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

Plan Expenses

Either the Plan or the Plan sponsor, as provided in the Plan document, pays administrative expenses of the Plan.

Payment of Benefits

Benefits are recorded when paid.

Reclassification

Certain amounts reported for 2023 have been reclassified to conform to the 2024 presentation. Such reclassifications had no effect on the reported net increase in net assets available for benefits.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE C - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Benefit Trust Company has certified that the following data included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate. Investments certified by the trustee totaled \$16,943,154 and \$11,086,682 as of December 31, 2024 and 2023, respectively. Investment gain totaled \$1,961,222 for the year ended 2024.

	<u>2024</u>	<u>2023</u>
Total net assets reported on Form 5500 and certified by the custodian	\$ 16,943,154	\$ 11,086,682
Total earnings reported on Form 5500, Schedule H, Part II:		
Total interest and dividends	\$ 329,522	
Net change in fair value of investments	<u>1,631,700</u>	
Total gain on Form 5500 and certified by custodian	<u>\$ 1,961,222</u>	

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE D – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Schedule H of Form 5500 as of December 31:

	<u>2024</u>	<u>2023</u>
Net assets available for benefits per the financial statements	\$ 17,946,372	\$ 11,917,407
Reconciling item, included in audit procedures:		
Participant contributions receivable	(72,899)	(56,157)
Employer contributions receivable	<u>(930,319)</u>	<u>(774,568)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 16,943,154</u>	<u>\$ 11,086,682</u>
Net change in net assets available for benefits per the financial statements	\$ 6,028,965	
Reconciling item, included in audit procedures:		
Participant contributions receivable	(16,742)	
Employer contributions receivable	<u>(155,751)</u>	
Net increase per Schedule H of Form 5500	<u>\$ 5,856,472</u>	

NOTE E - RELATED PARTY TRANSACTIONS

Benefit Trust Company was the custodian and Guideline was the recordkeeper as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan totaled \$11,953 and \$7,690 for the years ended December 31, 2024 and 2023, respectively.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan in whole or in part subject to the provisions of ERISA. In the event of complete or partial Plan termination, the Plan assets shall be distributed in accordance with the terms of the Plan.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE G - TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan adopted the provisions of Statement of Financial Accounting Standard ASC Topic 740, *Income Taxes* (ASC 740). ASC 740 prescribes a comprehensive model for recognizing, measuring, presenting, and disclosing in the financial statements tax positions taken or expected to be taken on a tax return, including positions that the Plan took since issuance of ASC 740. The adoption of ASC 740 resulted in no changes to the Plan's beginning balances and net assets available for benefits.

With few exceptions, the Plan is no longer subject to income tax examination by the U.S. Federal, state, or local tax authorities for the previous three years.

NOTE H - 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 statement of net assets available for benefits.

NOTE I - FAIR VALUE MEASUREMENTS

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

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

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

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

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE I - FAIR VALUE MEASUREMENTS (continued)

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2024 and 2023.

Money Market Funds

The Plan's investments in money market funds are valued at the NAV of shares held by the Plan at year end based upon quoted market prices.

Mutual Funds

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

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit as of December 31, 2024.

	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market fund	\$ 87	\$ 87	\$ 0	\$ 0
Mutual funds	<u>16,585,983</u>	<u>16,585,983</u>	<u>0</u>	<u>0</u>
Investments at fair value	<u>\$ 16,586,070</u>	<u>\$ 16,586,070</u>	<u>\$ 0</u>	<u>\$ 0</u>

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE I - FAIR VALUE MEASUREMENTS (continued)

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit as of December 31, 2023.

	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market fund	\$ 34	\$ 34	\$ 0	\$ 0
Mutual funds	11,028,174	11,028,174	0	0
Investments at fair value	\$ 11,028,208	\$ 11,028,208	\$ 0	\$ 0

Total amount of gains and losses (realized and unrealized) included in the statement of changes in net assets available for benefits for the year ended December 31, 2024 are reported in net change in fair value of investments.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2024, there were no significant transfers into or out of Levels 1, 2 or 3.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE J - PRIOR PERIOD ADJUSTMENT

The profit-sharing contribution for the 2023 plan year was not recorded on the prior period financial statements. The contribution, which totaled \$756,572, was received by the plan on April 8, 2024.

In the prior period Statement of Net Assets, amounts for participant contributions receivable and employer contributions receivable were mistakenly switched.

The adjustments, which impacted the increase in net assets available for benefits for the year ended December 31, 2023, are summarized below.

	<u>2023 Reported Balance</u>	<u>Correction</u>	<u>2023 Restated Balance</u>
Receivables			
Participant contributions	\$ 18,041	\$ 38,116	\$ 56,157
Employer contributions	56,157	718,411	774,568
Net assets available for benefits	11,160,880	756,527	11,917,407
Contributions:			
Employer's	(562,512)	(756,527)	(1,319,039)
Net Increase	(3,633,883)	(756,527)	(4,390,410)

The prior period adjustment of \$756,527 is shown on the accompanying statements of net assets available for benefits.

NOTE K - SUBSEQUENT EVENTS

The Plan adopted Statement of Financial Accounting Standard ASC Topic 855, *Subsequent Events* (ASC 855). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued.

The Plan has evaluated subsequent events through August 26, 2025, the date the financial statements were available to be issued.

Supplementary Information

BLACK CAPE 401(K) PLAN

Arlington, Virginia

December 31, 2024

Black Cape 401(k) Plan

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES FORM 5500, SCHEDULE H, LINE 4(i) – EIN 82-3614228 – PLAN 001 at December 31, 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
	Vanguard	Vanguard Group Total Stock Index Admiral Class	\$	7,750,587
	Vanguard	Vanguard Funds Developed Markets Index Admiral		2,656,341
	Vanguard	Vanguard Group Bond Index Admiral Class		1,557,134
	Vanguard	Vanguard Emerging Markets Stock Admiral Class		1,391,235
	Vanguard	Vanguard Group Growth Index Admiral		665,883
	Vanguard	Vanguard Specialized Dividend REIT Index Fund Adm		611,702
	Vanguard	Vanguard Group Index 500 Admiral		586,080
	Vanguard	Vanguard Funds Total International Bond Index		488,118
	Vanguard	Vanguard Group Extended Market Index		241,475
	Vanguard	Vanguard Information Technology Index Admiral		222,946
	Vanguard	Vanguard Specialized Dividend Appreciation Index Adm		88,431
	Vanguard	Vanguard Group Mid-Cap Index Admiral		77,670
	Vanguard	Vanguard Group Small-Cap Value Index Admiral		63,010
	Vanguard	Vanguard Group Value Index Admiral		45,505
	Vanguard	Vanguard Short-term Inflation Protected Securities		31,469
	Vanguard	Vanguard Group Small-Cap Index Admiral		26,965
	Vanguard	Vanguard Group Total Intl Stock Index Adm		22,985
	Vanguard	Vanguard Group FTSE Social Index Admiral		21,928
	Vanguard	Vanguard Group Mid-Cap Value Index Fund - Admiral		16,836
	Vanguard	Vanguard Group Small-Cap Growth Index Admiral		3,682
	Vanguard	Vanguard Group Long Term Bond Index Admiral		3,514
	Vanguard	Vanguard Group Mid-Cap Growth Index Admiral		2,333
	Vanguard	Vanguard FTSE All-World Ex-US Small-Cap Index		2,371
	Vanguard	Vanguard Health Care Index Admiral		1,697
	Vanguard	Vanguard Industrials Index Admiral		1,386
	Vanguard	Vanguard Materials Index Admiral		1,358
	Vanguard	Vanguard Group FTSE All-World Ex-US Index Admiral		1,339
	Vanguard	Vanguard Financials Index Admiral		1,178
	Vanguard	Vanguard Group Large-Cap Index Fund Admiral		824
	Vanguard	Vanguard Group Reserve Fed Money Market Fund		87
		Total Investments		\$ 16,586,070
*	Notes receivable from participants	Installment loans receivable with interest rates of 9.50%, maturing at various dates through August 2029.		\$ 104,114
		Total		\$ 16,690,184

* Denotes party-in-interest.

**Audited Financial Statements
and Supplementary Information**

BLACK CAPE 401(K) PLAN

Arlington, Virginia

December 31, 2024 and 2023

Black Cape 401(k) Plan

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INDEPENDENT AUDITOR'S REPORT

**To the Participants and Administrator of
Black Cape 401(k) Plan
Arlington, Virginia**

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

We have performed audits of the accompanying financial statements of Black Cape 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets available for benefits for the year ended December 31, 2024, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Black Cape 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2024 and 2023 and for the year ended December 31, 2024, stating that the certified investment information, as described in Note C to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Black Cape 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Correction of Error

As discussed in Note J to the financial statements, an error resulting in understatement of employer contributions receivable and employer contributions revenue as of December 31, 2023, was discovered by Plan management during the current year. Accordingly, amounts for employer contributions receivable have been restated in the 2023 financial statements now presented, and an adjustment has been made to net assets available for benefits as of December 31, 2023, to correct the error. 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 Black Cape 401(k) Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Black Cape 401(k) 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 Black Cape 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

The supplemental schedule of assets held for investment purposes as of December 31, 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

CST GROUP, CPAs, PC

August 26, 2025

Black Cape 401(k) Plan

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS as of December 31

	<u>2024</u>	<u>2023</u>
CASH - NON-INTEREST BEARING:	\$ 252,970	\$ 8,932
INVESTMENTS - AT FAIR VALUE:	16,586,070	11,028,208
RECEIVABLES		
Participant contributions	72,899	56,157
Employer contributions	930,319	774,568
Notes receivable from participants	<u>104,114</u>	<u>49,542</u>
	<u>1,107,332</u>	<u>880,267</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 17,946,372</u>	<u>\$ 11,917,407</u>

Black Cape 401(k) Plan

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS for Year Ended December 31, 2024

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Net change in fair value of investments	\$ 1,631,700
Interest and dividends	<u>329,522</u>
	1,961,222

Contributions:

Participants'	2,195,385
Employer's	1,550,957
Rollovers	<u>796,958</u>
	4,543,300

TOTAL ADDITIONS **6,504,522**

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Benefits paid to participants	463,604
Administrative expenses	<u>11,953</u>

TOTAL DEDUCTIONS **475,557**

NET INCREASE **6,028,965**

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of year 11,917,407

END OF YEAR **\$ 17,946,372**

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE A - DESCRIPTION OF PLAN

The following description of Black Cape, Inc. (the Company) 401(k) Plan (the Plan) provides only general information. Readers of these financial statements should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan with 401(k) salary deferral provisions covering substantially all eligible employees who have attained the age of 18 years. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to defer a portion of pre-tax and post-tax eligible compensation into the Plan, up to the maximum allowed by the Internal Revenue Code (IRC). In addition, the Plan allows for catch up contributions by employees aged 50 years and older before the end of the Plan year. Participants may also contribute amounts representing distributions from other qualified plans, as defined in the Plan's provisions as rollover contributions. For the years ended December 31, 2024 and 2023, employee rollover contributions totaled \$796,958 and \$360,191, respectively. The Plan also includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled at 5% unless they affirmatively opt out.

The Company provides safe harbor matching contributions and discretionary profit-sharing contributions. Safe harbor matching contributions are a match of 50% up to 6% of the participant's compensation. Employer contributions are invested in funds, as directed by participants. The Company contributed \$644,034 and \$562,512 in safe harbor matching contributions for the years ended December 31, 2024 and 2023, respectively. The Company contributed \$906,923 and \$756,527 in discretionary profit-sharing contributions for the years ended December 31, 2024 and 2023, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's discretionary contribution, Plan earnings, losses, and Plan expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the vested balance in the participant's account and bear interest at rates of 9.50% and matures through August 2029. Loan terms range from one to five years except for the purchase of a primary residence. Principal and interest are paid ratably through bi-monthly payroll deductions.

Vesting

Participants are immediately vested in their contributions and rollover contributions, plus actual earnings thereon. Participants are also immediately vested in the Company's discretionary profit-sharing contributions and safe-harbor matching contributions, plus actual earnings thereon.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE A - DESCRIPTION OF PLAN (continued)

Forfeited Accounts

Participants are immediately vested in their contributions, the Company's discretionary profit sharing contributions and safe-harbor matching contributions plus actual earnings thereon. Therefore, there were no forfeitures for the years ended December 31, 2024 and 2023, respectively.

Payment of Benefits

On termination of service, death, or retirement, a participant is entitled to receive a distribution of the full amount in that participant's salary reduction and rollover contributions as well as his vested interest in the Company's contribution.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan have been prepared using the accrual basis of accounting where revenues are recognized when earned and expenses are recognized when incurred. The accrual basis of accounting conforms to accounting principles generally accepted in the United States.

Estimates

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

Investment Valuation and Income Recognition

At December 31, 2024, all of the Plan's invested assets are held at Benefit Trust Company, which invests funds based on the recommendations of each fund's manager. Investments are reported at fair value. Fair value is the sale price that would be received to sell an asset or price paid to transfer a liability in a typical transaction between market participants at the date of measurement. Plan management assesses and establishes the Plan's valuation policies using information provided by the custodians of the investments. See Note I for discussion of fair value measurements. Investment assets, transactions, and income as presented in the financial statements and supplemental schedule were certified by the trustees to be complete and accurate.

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

Plan Expenses

Either the Plan or the Plan sponsor, as provided in the Plan document, pays administrative expenses of the Plan.

Payment of Benefits

Benefits are recorded when paid.

Reclassification

Certain amounts reported for 2023 have been reclassified to conform to the 2024 presentation. Such reclassifications had no effect on the reported net increase in net assets available for benefits.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE C - INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Benefit Trust Company has certified that the following data included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate. Investments certified by the trustee totaled \$16,943,154 and \$11,086,682 as of December 31, 2024 and 2023, respectively. Investment gain totaled \$1,961,222 for the year ended 2024.

	<u>2024</u>	<u>2023</u>
Total net assets reported on Form 5500 and certified by the custodian	\$ 16,943,154	\$ 11,086,682
Total earnings reported on Form 5500, Schedule H, Part II:		
Total interest and dividends	\$ 329,522	
Net change in fair value of investments	<u>1,631,700</u>	
Total gain on Form 5500 and certified by custodian	<u>\$ 1,961,222</u>	

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE D – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying financial statements to Schedule H of Form 5500 as of December 31:

	<u>2024</u>	<u>2023</u>
Net assets available for benefits per the financial statements	\$ 17,946,372	\$ 11,917,407
Reconciling item, included in audit procedures:		
Participant contributions receivable	(72,899)	(56,157)
Employer contributions receivable	<u>(930,319)</u>	<u>(774,568)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 16,943,154</u>	<u>\$ 11,086,682</u>
Net change in net assets available for benefits per the financial statements	\$ 6,028,965	
Reconciling item, included in audit procedures:		
Participant contributions receivable	(16,742)	
Employer contributions receivable	<u>(155,751)</u>	
Net increase per Schedule H of Form 5500	<u>\$ 5,856,472</u>	

NOTE E - RELATED PARTY TRANSACTIONS

Benefit Trust Company was the custodian and Guideline was the recordkeeper as defined by the Plan and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan totaled \$11,953 and \$7,690 for the years ended December 31, 2024 and 2023, respectively.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan in whole or in part subject to the provisions of ERISA. In the event of complete or partial Plan termination, the Plan assets shall be distributed in accordance with the terms of the Plan.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE G - TAX STATUS

The Internal Revenue Service has determined and informed the Company by letter that the Plan is designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

The Plan adopted the provisions of Statement of Financial Accounting Standard ASC Topic 740, *Income Taxes* (ASC 740). ASC 740 prescribes a comprehensive model for recognizing, measuring, presenting, and disclosing in the financial statements tax positions taken or expected to be taken on a tax return, including positions that the Plan took since issuance of ASC 740. The adoption of ASC 740 resulted in no changes to the Plan's beginning balances and net assets available for benefits.

With few exceptions, the Plan is no longer subject to income tax examination by the U.S. Federal, state, or local tax authorities for the previous three years.

NOTE H - 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 statement of net assets available for benefits.

NOTE I - FAIR VALUE MEASUREMENTS

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

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

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

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

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE I - FAIR VALUE MEASUREMENTS (continued)

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 maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2024 and 2023.

Money Market Funds

The Plan's investments in money market funds are valued at the NAV of shares held by the Plan at year end based upon quoted market prices.

Mutual Funds

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

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit as of December 31, 2024.

	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market fund	\$ 87	\$ 87	\$ 0	\$ 0
Mutual funds	<u>16,585,983</u>	<u>16,585,983</u>	<u>0</u>	<u>0</u>
Investments at fair value	<u>\$ 16,586,070</u>	<u>\$ 16,586,070</u>	<u>\$ 0</u>	<u>\$ 0</u>

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE I - FAIR VALUE MEASUREMENTS (continued)

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefit as of December 31, 2023.

	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market fund	\$ 34	\$ 34	\$ 0	\$ 0
Mutual funds	11,028,174	11,028,174	0	0
Investments at fair value	\$ 11,028,208	\$ 11,028,208	\$ 0	\$ 0

Total amount of gains and losses (realized and unrealized) included in the statement of changes in net assets available for benefits for the year ended December 31, 2024 are reported in net change in fair value of investments.

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

The Plan evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2024, there were no significant transfers into or out of Levels 1, 2 or 3.

Black Cape 401(k) Plan

NOTES TO FINANCIAL STATEMENTS for Years Ended December 31, 2024 and 2023

NOTE J - PRIOR PERIOD ADJUSTMENT

The profit-sharing contribution for the 2023 plan year was not recorded on the prior period financial statements. The contribution, which totaled \$756,572, was received by the plan on April 8, 2024.

In the prior period Statement of Net Assets, amounts for participant contributions receivable and employer contributions receivable were mistakenly switched.

The adjustments, which impacted the increase in net assets available for benefits for the year ended December 31, 2023, are summarized below.

	<u>2023 Reported Balance</u>	<u>Correction</u>	<u>2023 Restated Balance</u>
Receivables			
Participant contributions	\$ 18,041	\$ 38,116	\$ 56,157
Employer contributions	56,157	718,411	774,568
Net assets available for benefits	11,160,880	756,527	11,917,407
Contributions:			
Employer's	(562,512)	(756,527)	(1,319,039)
Net Increase	(3,633,883)	(756,527)	(4,390,410)

The prior period adjustment of \$756,527 is shown on the accompanying statements of net assets available for benefits.

NOTE K - SUBSEQUENT EVENTS

The Plan adopted Statement of Financial Accounting Standard ASC Topic 855, *Subsequent Events* (ASC 855). ASC 855 establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued.

The Plan has evaluated subsequent events through August 26, 2025, the date the financial statements were available to be issued.

Supplementary Information

BLACK CAPE 401(K) PLAN

Arlington, Virginia

December 31, 2024

Black Cape 401(k) Plan

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES FORM 5500, SCHEDULE H, LINE 4(i) – EIN 82-3614228 – PLAN 001 at December 31, 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
	Vanguard	Vanguard Group Total Stock Index Admiral Class	\$	7,750,587
	Vanguard	Vanguard Funds Developed Markets Index Admiral		2,656,341
	Vanguard	Vanguard Group Bond Index Admiral Class		1,557,134
	Vanguard	Vanguard Emerging Markets Stock Admiral Class		1,391,235
	Vanguard	Vanguard Group Growth Index Admiral		665,883
	Vanguard	Vanguard Specialized Dividend REIT Index Fund Adm		611,702
	Vanguard	Vanguard Group Index 500 Admiral		586,080
	Vanguard	Vanguard Funds Total International Bond Index		488,118
	Vanguard	Vanguard Group Extended Market Index		241,475
	Vanguard	Vanguard Information Technology Index Admiral		222,946
	Vanguard	Vanguard Specialized Dividend Appreciation Index Adm		88,431
	Vanguard	Vanguard Group Mid-Cap Index Admiral		77,670
	Vanguard	Vanguard Group Small-Cap Value Index Admiral		63,010
	Vanguard	Vanguard Group Value Index Admiral		45,505
	Vanguard	Vanguard Short-term Inflation Protected Securities		31,469
	Vanguard	Vanguard Group Small-Cap Index Admiral		26,965
	Vanguard	Vanguard Group Total Intl Stock Index Adm		22,985
	Vanguard	Vanguard Group FTSE Social Index Admiral		21,928
	Vanguard	Vanguard Group Mid-Cap Value Index Fund - Admiral		16,836
	Vanguard	Vanguard Group Small-Cap Growth Index Admiral		3,682
	Vanguard	Vanguard Group Long Term Bond Index Admiral		3,514
	Vanguard	Vanguard Group Mid-Cap Growth Index Admiral		2,333
	Vanguard	Vanguard FTSE All-World Ex-US Small-Cap Index		2,371
	Vanguard	Vanguard Health Care Index Admiral		1,697
	Vanguard	Vanguard Industrials Index Admiral		1,386
	Vanguard	Vanguard Materials Index Admiral		1,358
	Vanguard	Vanguard Group FTSE All-World Ex-US Index Admiral		1,339
	Vanguard	Vanguard Financials Index Admiral		1,178
	Vanguard	Vanguard Group Large-Cap Index Fund Admiral		824
	Vanguard	Vanguard Group Reserve Fed Money Market Fund		87
		Total Investments		\$ 16,586,070
*	Notes receivable from participants	Installment loans receivable with interest rates of 9.50%, maturing at various dates through August 2029.		\$ 104,114
		Total		\$ 16,690,184

* Denotes party-in-interest.