

Form 5500-SF

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

Complete all entries in accordance with the instructions to the Form 5500-SF.

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

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: [X] a single-employer plan [] a multiple-employer plan (not multiemployer) (Pension Plan filers checking this box must attach Schedule MEP. Other plans must attach a list of participating employer information in accordance with the form instructions.)
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 Check box if filing under: [X] Form 5558 [] automatic extension [] DFVC program [] special extension (enter description)
D If the plan is a collectively-bargained plan, check here []
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here []

Part II Basic Plan Information—enter all requested information

1a Name of plan UPSTAIRS STUDIO, INC CASH BALANCE PLAN
1b Three-digit plan number (PN) 001
1c Effective date of plan 01/01/2021
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) UPSTAIRS STUDIO, INC. 3326 MARY STREET, SUITE 202 MIAMI, FL 33133
2b Employer Identification Number (EIN) 65-0562757
2c Sponsor's telephone number 305-447-1907
2d Business code (see instructions) 541310
3a Plan administrator's name and address [X] Same as Plan Sponsor.
3b Administrator's EIN
3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report.
a Sponsor's name
c Plan Name
4b EIN
4d PN
5a Total number of participants at the beginning of the plan year 6
b Total number of participants at the end of the plan year 6
c(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)
c(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)
d(1) Total number of active participants at the beginning of the plan year 5
d(2) Total number of active participants at the end of the plan year 4
e Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested 0

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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.

Table with 4 columns: SIGN HERE, Signature of plan administrator, Date, Enter name of individual signing as plan administrator. Row 1: Filed with authorized/valid electronic signature, 09/19/2025, MARICARMEN MARTINEZ. Row 2: Signature of employer/plan sponsor, Date, Enter name of individual signing as employer or plan sponsor.

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.) Yes No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.) Yes No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? Yes No Not determined
- If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____ (See instructions.)

Part III Financial Information			
7 Plan Assets and Liabilities		(a) Beginning of Year	(b) End of Year
a Total plan assets	7a	493086	617159
b Total plan liabilities	7b	0	0
c Net plan assets (subtract line 7b from line 7a)	7c	493086	617159
8 Income, Expenses, and Transfers for this Plan Year		(a) Amount	(b) Total
a Contributions received or receivable from:			
(1) Employers	8a(1)	67414	
(2) Participants	8a(2)	0	
(3) Others (including rollovers)	8a(3)	0	
b Other income (loss)	8b	56907	
c Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c		124321
d Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d	0	
e Certain deemed and/or corrective distributions (see instructions) .	8e	0	
f Administrative service providers (salaries, fees, commissions)	8f	248	
g Other expenses	8g	0	
h Total expenses (add lines 8d, 8e, 8f, and 8g)	8h		248
i Net income (loss) (subtract line 8h from line 8c)	8i		124073
j Transfers to (from) the plan (see instructions)	8j	0	

Part IV Plan Characteristics	
9a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1C 3D
b	If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions				
10 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)	10a		X	
b Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b		X	
c Was the plan covered by a fidelity bond?	10c	X		50000
d Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d		X	
e Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e	X		1474
f Has the plan failed to provide any benefit when due under the plan?	10f		X	
g Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g		X	
h If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h		X	
i If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i			

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and lines 11a and b below.) If this is a defined contribution pension plan, leave line 11 blank and complete line 12 below. Yes No

a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 **11a** 0

b PBGC missed contribution reporting requirements. If the plan is covered by PBGC and the amount reported on line 11a is greater than \$0, 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 _____

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? (If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.) If this is a defined benefit pension plan, leave line 12 blank and complete line 11 above. Yes No

a 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 letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year **12b** _____

c Enter the amount contributed by the employer to the plan for this plan year **12c** _____

d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d** _____

e Will the minimum funding amount reported on line 12d be met by the funding deadline? Yes No N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? Yes No

a If "Yes," enter the amount of any plan assets that reverted to the employer this year. **13a** _____

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? Yes No

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

Part VIII IRS Compliance Questions

14a 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

14b 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

15 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 02 / 28 / 2023 (MM/DD/YYYY) and the Opinion Letter serial number Q705354A.

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	<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

▶ **Round off amounts to nearest dollar.**
 ▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>UPSTAIRS STUDIO, INC CASH BALANCE PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UPSTAIRS STUDIO, INC.</u>	D Employer Identification Number (EIN) <u>65-0562757</u>	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	F Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500	

Part I Basic Information

1	Enter the valuation date: Month <u>12</u> Day <u>31</u> Year <u>2024</u>		
2	Assets:		
	a Market value	2a	<u>549745</u>
	b Actuarial value	2b	<u>549745</u>
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	<u>0</u>	<u>0</u>
	b For terminated vested participants	<u>2</u>	<u>4091</u>
	c For active participants	<u>4</u>	<u>467662</u>
	d Total	<u>6</u>	<u>471753</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	<u>5.29 %</u>
6	Target normal cost		
	a Present value of current plan year accruals	6a	<u>95997</u>
	b Expected plan-related expenses	6b	<u>0</u>
	c Target normal cost	6c	<u>95997</u>

Statement by Enrolled Actuary
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE			
	Signature of actuary	<u>06/04/2025</u>	Date
	<u>JASON CAO</u>	<u>23-07282</u>	Most recent enrollment number
	<u>PENSION SERVICES, INC.</u>	<u>305-595-5500</u>	Telephone number (including area code)
	<u>3150 SW 38 AVENUE, SUITE 900 MIAMI, FL 33146</u>		
	Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>14.22</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		34240
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.05</u> %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		34240
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	116.53 %
15	Adjusted funding target attainment percentage	15	108.49 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	118.56 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls		18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees		
05/08/2025	67414	0					
			Totals ▶	18(b)	67414	18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	66206

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? Yes No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? Yes No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.01 %	2nd segment: 5.26 %	3rd segment: 5.59 %	<input type="checkbox"/> N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions)	<input checked="" type="checkbox"/> Prescribed - combined	<input type="checkbox"/> Prescribed - separate	<input type="checkbox"/> Substitute	

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
26 Demographic and benefit information		
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c)	31a	95997	
b Excess assets, if applicable, but not greater than line 31a	31b	77992	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....	34	18005	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	18005	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	66206	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	48201	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances.....	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)

41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. <input type="checkbox"/> 2019 <input type="checkbox"/> 2020 <input type="checkbox"/> 2021

Form 5500-SF

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

Short Form Annual Return/Report of Small Employee Benefit Plan

This form is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA), and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500-SF.**

OMB Nos. 1210-0110
1210-0089

2024

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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 single-employer plan a multiple-employer plan (not multiemployer) (Pension Plan filers checking this box must attach Schedule MEP. Other plans must attach a list of participating employer information in accordance with the form instructions.)

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 Check box if filing under: Form 5558 automatic extension DFVC program
 special extension (enter description)

D If the plan is a collectively-bargained plan, check here ▶

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

Part II Basic Plan Information—enter all requested information

1a Name of plan Upstairs Studio, Inc Cash Balance Plan	1b Three-digit plan number (PN) ▶ 001
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) Upstairs Studio, Inc. 3326 Mary Street, Suite 202 Miami FL 33133	1c Effective date of plan 01/01/2021
	2b Employer Identification Number (EIN) 65-0562757
	2c Sponsor's telephone number 305-447-1907
	2d Business code (see instructions) 541310
3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor.	3b Administrator's EIN
	3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report. a Sponsor's name c Plan Name	4b EIN
	4d PN
5a Total number of participants at the beginning of the plan year	5a 6
b Total number of participants at the end of the plan year.....	5b 6
c(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	5c(1)
c(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	5c(2)
d(1) Total number of active participants at the beginning of the plan year.....	5d(1) 5
d(2) Total number of active participants at the end of the plan year.....	5d(2) 4
e Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	5e 0

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, if applicable, a Schedule SB or Schedule MB completed and signed by an enrolled actuary, 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	<i>Maricarmen Martinez</i>	<u>9/19/25</u>	Maricarmen Martinez
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<i>Maricarmen Martinez</i>	<u>9/19/25</u>	Maricarmen Martinez
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor

- 6a** Were all of the plan's assets during the plan year invested in eligible assets? (See instructions.)..... Yes No
- b** Are you claiming a waiver of the annual examination and report of an independent qualified public accountant (IQPA) under 29 CFR 2520.104-46? (See instructions on waiver eligibility and conditions.)..... Yes No
- If you answered "No" to either line 6a or line 6b, the plan cannot use Form 5500-SF and must instead use Form 5500.**
- c** If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? Yes No Not determined
- If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____ (See instructions.)

Part III Financial Information			
7		(a) Beginning of Year	(b) End of Year
7	Plan Assets and Liabilities		
a	Total plan assets	7a 493,086	617,159
b	Total plan liabilities	7b 0	0
c	Net plan assets (subtract line 7b from line 7a)	7c 493,086	617,159
8		(a) Amount	(b) Total
8	Income, Expenses, and Transfers for this Plan Year		
a	Contributions received or receivable from:		
	(1) Employers	8a(1) 67,414	
	(2) Participants	8a(2) 0	
	(3) Others (including rollovers)	8a(3) 0	
b	Other income (loss)	8b 56,907	
c	Total income (add lines 8a(1), 8a(2), 8a(3), and 8b)	8c	124,321
d	Benefits paid (including direct rollovers and insurance premiums to provide benefits)	8d 0	
e	Certain deemed and/or corrective distributions (see instructions) .	8e 0	
f	Administrative service providers (salaries, fees, commissions)	8f 248	
g	Other expenses	8g 0	
h	Total expenses (add lines 8d, 8e, 8f, and 8g)	8h	248
i	Net income (loss) (subtract line 8h from line 8c)	8i	124,073
j	Transfers to (from) the plan (see instructions)	8j 0	

Part IV Plan Characteristics	
9a	If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions: 1C 3D
b	If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

Part V Compliance Questions				
10		Yes	No	Amount
10	During the plan year:			
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)	10a	X	
b	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 10a.)	10b	X	
c	Was the plan covered by a fidelity bond?	10c	X	50,000
d	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	10d	X	
e	Were any fees or commissions paid to any brokers, agents, or other persons by an insurance carrier, insurance service, or other organization that provides some or all of the benefits under the plan? (See instructions.)	10e	X	1,474
f	Has the plan failed to provide any benefit when due under the plan?	10f	X	
g	Did the plan have any participant loans? (If "Yes," enter amount as of year-end.)	10g	X	
h	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	10h	X	
i	If 10h was answered "Yes," check the box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	10i		

Part VI Pension Funding Compliance

11 Is this a defined benefit plan subject to minimum funding requirements? (If "Yes," see instructions and complete Schedule SB (Form 5500) and lines 11a and b below.) If this is a defined contribution pension plan, leave line 11 blank and complete line 12 below. Yes No

a Enter the unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 **11a** 0

b PBGC missed contribution reporting requirements. If the plan is covered by PBGC and the amount reported on line 11a is greater than \$0, 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 _____

12 Is this a defined contribution plan subject to the minimum funding requirements of section 412 of the Code or section 302 of ERISA? (If "Yes," complete line 12a or lines 12b, 12c, 12d, and 12e below, as applicable.) If this is a defined benefit pension plan, leave line 12 blank and complete line 11 above. Yes No

a 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 letter ruling granting the waiver. Month _____ Day _____ Year _____

If you completed line 12a, complete lines 3, 9, and 10 of Schedule MB (Form 5500), and skip to line 13.

b Enter the minimum required contribution for this plan year **12b**

c Enter the amount contributed by the employer to the plan for this plan year **12c**

d Subtract the amount in line 12c from the amount in line 12b. Enter the result (enter a minus sign to the left of a negative amount) **12d**

e Will the minimum funding amount reported on line 12d be met by the funding deadline? Yes No N/A

Part VII Plan Terminations and Transfers of Assets

13a Has a resolution to terminate the plan been adopted in any plan year? Yes No

a If "Yes," enter the amount of any plan assets that reverted to the employer this year. **13a**

b Were all the plan assets distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? Yes No

c 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.)

13c(1) Name of plan(s):	13c(2) EIN(s)	13c(3) PN(s)

Part VIII IRS Compliance Questions

14a 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

14b 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

15 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 02/28/2023 (MM/DD/YYYY) and the Opinion Letter serial number Q705354a.

SCHEDULE SB (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>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	<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

▶ **Round off amounts to nearest dollar.**


▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Upstairs Studio, Inc Cash Balance Plan	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Upstairs Studio, Inc.	D Employer Identification Number (EIN) 65-0562757	
E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	F Prior year plan size: <input checked="" type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input type="checkbox"/> More than 500	

Part I	Basic Information		
1	Enter the valuation date: Month <u>12</u> Day <u>31</u> Year <u>2024</u>		
2	Assets:		
	a Market value	2a	549,745
	b Actuarial value	2b	549,745
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target
	a For retired participants and beneficiaries receiving payment	0	0
	b For terminated vested participants	2	4,091
	c For active participants	4	467,662
	d Total	6	471,753
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	5.29%
6	Target normal cost		
	a Present value of current plan year accruals	6a	95,997
	b Expected plan-related expenses	6b	0
	c Target normal cost	6c	95,997

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	 Signature of actuary	<u>06/04/2025</u> Date
	<u>Jason Cao</u> Type or print name of actuary	<u>2307282</u> Most recent enrollment number
	<u>Pension Services, Inc.</u> Firm name	<u>305-595-5500</u> Telephone number (including area code)
	<u>3150 SW 38 Avenue, Suite 900</u> <u>Miami FL 33146</u> Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions

Part V Assumptions Used to Determine Funding Target and Target Normal Cost				
21 Discount rate:				
a Segment rates:	1st segment: 5.01 %	2nd segment: 5.26 %	3rd segment: 5.59 %	<input type="checkbox"/> N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions)	<input checked="" type="checkbox"/> Prescribed - combined <input type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute			

Part VI Miscellaneous Items				
24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
26 Demographic and benefit information				
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....				27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years				
28 Unpaid minimum required contributions for all prior years				28 0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....				29 0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....				30 0

Part VIII Minimum Required Contribution For Current Year				
31 Target normal cost and excess assets (see instructions):				
a Target normal cost (line 6c).....				31a 95,997
b Excess assets, if applicable, but not greater than line 31a				31b 77,992
32 Amortization installments:	Outstanding Balance		Installment	
a Net shortfall amortization installment	0		0	
b Waiver amortization installment	0		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount				33
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33).....				34 18,005
	Carryover balance	Prefunding balance	Total balance	
35 Balances elected for use to offset funding requirement	0	0	0	
36 Additional cash requirement (line 34 minus line 35).....				36 18,005
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....				37 66,206
38 Present value of excess contributions for current year (see instructions)				
a Total (excess, if any, of line 37 over line 36)				38a 48,201
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances				38b 0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....				39 0
40 Unpaid minimum required contributions for all years				40 0

Part IX Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)				
41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. <input type="checkbox"/> 2019 <input type="checkbox"/> 2020 <input type="checkbox"/> 2021				

Attachment to 2024 Form 5500
Schedule SB, line 22 – Description of weighted average Retirement Age

Plan Name: Upstairs Studio, Inc. Cash Balance Plan

Plan Sponsor's Name: Upstairs Studio, Inc.

The weighted average retirement age is equal to the normal retirement age of 62

List the rate of retirement at each age and describe the methodology used to compute the weighted average retirement age, including a description of the weight applied at each potential retirement age.
The weighted average retirement age is 62.

Schedule SB, Part V - Statement of Actuarial Assumptions

Target Assumptions:

Male Nonannuitant: 2024 Nonannuitant Male
Female Nonannuitant: 2024 Nonannuitant Female
Male Annuitant: 2024 Annuitant Male
Female Annuitant: 2024 Annuitant Female
Applicable months from valuation month: 0
Probability of lump sum: 100.00%
Use pre-retirement mortality: No

	<u>1st</u>	<u>2nd</u>	<u>3rd</u>
Segment rates:	5.01	5.26	5.36
High Quality Bond rates:	N/A	N/A	N/A
Final rates:	5.01	5.26	5.59
Override:	0.00	0.00	0.00

Salary Scale

Male: 0.00%
Female: 0.00%

Withdrawal

Male: N/A
Female: N/A

Withdrawal-Select

Male: N/A
Female: N/A

Early Retirement Rates

Male: N/A
Female: N/A

Subsidized Early Retirement Rates

Male: N/A
Female: N/A

Name of Plan: Upstairs Studio, Inc. Cash Balance
Plan Sponsor's EIN: 65-0562757
Plan Number: 001

Options:

Use optional combined mortality table for small plans: No
Use discount rate transition: No
Lump sums use proposed regulations: Yes

Actuarial Equivalent Floor

Stability period: plan year
Lookback months: 5
Nonannuitant: N/A
Annuitant: 2024 Applicable

	<u>1st</u>	<u>2nd</u>	<u>3rd</u>
Current:	5.45	5.52	5.43
Override:	0.00	0.00	0.00

Late Retirement Rates

Male: N/A
Female: N/A

Marriage Probability

Male: 0.00%
Female: 0.00%
Expense loading: 0.00%

Disability Rates

Male: N/A
Female: N/A

Mortality

Male: N/A
Female: N/A

Setback

0

Setback

0

0

Schedule SB, Part V - Summary of Plan Provisions

	<u>Annuity</u>	<u>Percent</u>	<u>Years</u>
Normal:	Life only	0.00%	0
QJSA:	Joint and contingent	50.00%	0

Significant Changes in Plan Provisions Since Last Valuation

Name of Plan: Upstairs Studio, Inc. Cash Balance Plan
Plan Sponsor's EIN: 65-0562757
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Benefit Formula

Lesser of 100% of the compensation and \$100,000 for Maricarmen Martinez,
\$1,450 for all other participants.

-

-

Name of Plan: Upstairs Studio, Inc. Cash Balance Plan
Plan Sponsor's EIN: 65-0562757
Plan Number: 001

Schedule SB, line 19 - Discounted Employer Contributions

Interest Rates for Contribution Year End Date: 12/31/2024

Effective: 5.29%

Late Quarterly: 10.29%

<u>Effective Date</u>	<u>Amount</u>	<u>Effective Interest</u>	<u>Quarterly Interest</u>	<u>Discounted</u>
05/08/2025	\$67,414	-1,208	0	\$66,206
	<hr/>			<hr/>
	\$67,414			\$66,206

Name of Plan: Upstairs Studio, Inc. Cash Balance
Plan Sponsor's EIN: 65-0562757
Plan Number: 001
Plan Sponsor's Name: Upstairs Studio, Inc



Retirement Plan Services,
P.O. Box 600
Buffalo NY 14201-0600

JANUARY 3, 2025

Plan Administrator
THE TRUSTEES OF UPSTAIRS STUDIO, INC.
CASH BALANCE PLAN
3326 MARY STREET SUITE 202

MIAMI FL 33133

Dear Plan Administrator:

INFORMATION AND SUGGESTIONS FOR COMPLETING SCHEDULE A
OF YOUR ANNUAL FORM 5500 REPORT FILING

We are pleased to supply you with information you will need to complete Form 5500 Series Schedule A - Insurance Information, which is generally required when any plan benefits or investments are provided by an insurance company. Some plans may be exempt from completing in full or filing Schedule A information. If applicable, the Schedule A information Form must be filed with the Employee Benefits Security Administration (EBSA) within 7 months following the end of the plan year. To determine if this applies to your plan, please refer to the IRS Instructions for Form 5500, which can be accessed at [www/dol.gov/ebsa](http://www.dol.gov/ebsa). As in all technical matters, we recommend that you seek professional assistance in your Annual Report filing.

The attached statement reflects the status of your group annuity contract with us at the end of the reporting year. If the activity reflected on this statement is for a period other than your plan year, the attached information must be retained and reflected on the Schedule A Form filed for the plan year in which the contract reporting year ended. No attempt should be made to balance these figures on Form 5500 or 5500-EZ.

John Hancock Life Insurance Company (U.S.A.) ("John Hancock") has established a program called the TPAessentials. The program participants are select third party administration firms (TPAs). If a TPA is a TPAessential member, they may be eligible for payments from John Hancock which are designed to compensate the TPA for consulting with John Hancock and/or assist the TPA in the design, set-up and administration of John Hancock contracts. The amount reflected in the "Insurance Fee and Commission Information" section under TPA Compensation is the pro-rated portion of these TPA Partnership Program payments. These payments do not result in any additional charges or fees with respect to the assets invested under the John Hancock contract.

Amounts paid and the name of Brokers, Third Party Administrator (TPA) or other entities, excluding Registered Investment Advisor (RIA), to whom commissions or fees were paid in connection with the John Hancock contract are reported on separate lines in the "Insurance Fee and Commission Information" section. If applicable, any Registered Investment Advisor (RIA) fees are disclosed on the Schedule C Report, as well as on the monthly "Statement of Fees Paid to Registered Investment Advisor" provided to the RIA Firms and "John Hancock Monthly Summary of Party Fees Paid" provided to the Plan Sponsors. In addition, if applicable, fees paid to underlying fund companies for early redemption of shares are totaled and accompanied by an Appendix listing the amount of redemption fees paid to each fund company. Fund company address information is available at www.jhpcensions.com/er on the Investment Options Page under the "Important Information about underlying mutual funds" link.



For contractholders utilizing John Hancock's loan recordkeeping services, the plan's amortization schedule may not agree exactly with loan information reported in John Hancock reports. In the event that there is a discrepancy between loan account information reflected on John Hancock reports and the plan's amortization schedule, assuming all loan payments have been made in compliance with the amortization schedule, the amortization schedule will take precedence.

Under Statement of Position No. 94-4-1, issued by the American Institute of Certified Public Accountants, investment contracts that are not "fully benefit responsive" are to be reported at "fair value" and not "contract value". The John Hancock group annuity contract is not "fully benefit responsive" for contractholders investing in guaranteed interest accounts. For 2009 contract reporting years and thereafter, year-end values for guaranteed interest accounts are reported at both contract and fair market value. For reporting periods before that, only contract value is provided, but a Fair Market Value Report for guaranteed interest accounts can be requested from your Client Account Representative.

Regarding the John Hancock Stable Value Fund:

For contractholders who are eligible for and investing in the above fund, additional filing information for Schedule H filers is included in our Frequently Asked Questions booklet of our annual Audit Package, available from your Client Account Representative or posted under Your Resources-Fiduciary Resources at www.jhpensions.com/er.

To facilitate cash-basis annual report filing, this report summarizes all transactions processed as at the contract year-end and includes a cash account balance, if applicable. Please note that it may include contributions credited in the contract reporting year but attributable to a different year. The John Hancock Plan Administrator Report for the same reporting period provides a transaction summary of all contribution amounts applicable for the contract year regardless of the date processed, and may be consulted if the plan's Form 5500 is prepared on an accounting basis other than cash (for example, accrual). Please see the Frequently Asked Questions booklet of our annual Audit Package for more information.

This report has been produced from records maintained by John Hancock, based on information provided by or on behalf of the plan sponsor. While every effort has been made to ensure its accuracy, we ask you to review it carefully upon receipt. If you find any discrepancy or have any questions, please contact your Client Account Representative immediately at 1-800-333-0963 or forward your questions via fax to (416)926-5323.

This Schedule A Information is reported on Cash basis.



INFORMATION TO COMPLETE FORM 5500 SCHEDULE A

FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN

This report reflects the status of your plan's group annuity contract at the end of the contract reporting year and summarizes the financial activity in the contract during that period.

Please note: The information below is prepared on a cash basis and includes all contributions credited in the contract reporting year, even if attributable to a different year. If your Form 5500 is prepared on an accounting basis other than cash, you may need to refer to other documents or John Hancock reports in completing your annual filing for plan assets held under this contract.

A. Name of Insurance Carrier: John Hancock Life Insurance Company (U.S.A.) ("John Hancock USA")

John Hancock USA's EIN: 01-0233346 NAIC CODE: 65838

B. Reporting year: JAN/01/2024 to DEC/31/2024

Contract discontinued effective date: DEC/31/2024. Reporting extended to DEC/31/2024 production date.

C. Insurance Fee and Commission Information:

Name of agents, brokers or other persons to whom commissions or fees were paid:		Amount of Commissions or Fees Paid:
Broker Commission	LPA INSURANCE AGENCY INC. 3800 WATT AVENUE SUITE 147 SACRAMENTO CA 95821	\$675.77
Broker Commission	LPA INSURANCE AGENCY INC. 3800 WATT AVENUE SUITE 147 SACRAMENTO CA 95821	\$166.64
Broker Commission	LPA INSURANCE AGENCY INC. 3800 WATT AVENUE SUITE 147 SACRAMENTO CA 95821	\$96.25
Broker Commission	LPA INSURANCE AGENCY INC. 3800 WATT AVENUE SUITE 147 SACRAMENTO CA 95821	\$25.89
TPA Compensation	Pension Services, Inc. 3150 SW 38 Avenue Suite 900 Miami FL 33146	\$241.29
OTHER ALLOWANCES	PENSION SERVICES, INC.	\$20.15

D. Contract Assets at the end of the previous contract year:

	Contract Value	Fair Market Value
(i) In Guaranteed Interest Accounts	\$0.00	\$0.00
(ii) In sub-accounts	\$423760.22	\$423760.22
(iii) In Cash Account	\$0.00	\$0.00
	-----	-----
Total	\$423760.22	\$423760.22

E. Type of Unallocated Contract: Group Annuity



ADDITIONS TO GUARANTEED INTEREST ACCOUNTS (NON SUB-ACCOUNTS)

F. Contributions credited for the reporting year:	\$0.00
G. Interest credited to Guaranteed Interest Accounts during the reporting year:	\$0.00
H. Amounts transferred from sub-accounts to Guaranteed Interest Accounts:	\$0.00
I. Other additions to Guaranteed Interest Accounts:	
(i) Amount of positive market value adjustment	\$0.00
J. Total additions (sum of Items F through I):	\$0.00

DEDUCTIONS FROM GUARANTEED INTEREST ACCOUNTS (NON SUB-ACCOUNTS):

K. Disbursed from Guaranteed Interest Accounts for:		
(i) Plan Withdrawals	\$0.00	
(ii) A new John Hancock USA contract	\$0.00	

Total		\$0.00

L. Fees deducted from Guaranteed Interest Accounts for:		
(i) Contract administration fees	\$0.00	
(ii) Third Party Administrator fees	\$0.00	
(iii) RIA investment advisory fees	\$0.00	

Total		\$0.00

M. Amounts transferred or deposited to sub-accounts: \$0.00

N. Amount of negative market value adjustment to Guaranteed Interest Account(s): \$0.00

O. Total deductions from Guaranteed Interest Accounts (sum of Items K through N): \$0.00

P. Contract Assets at the end of the current reporting year:

	Contract Value	Fair Market Value
(i) In Guaranteed Interest Accounts	\$0.00	\$0.00
(ii) In sub-accounts	\$549745.08	\$549745.08
(iii) In Cash Account	\$0.00	\$0.00
	-----	-----
Total	\$549745.08	\$549745.08

This report has been produced from records maintained by John Hancock. While every effort has been made to ensure its accuracy, we ask you to review it carefully upon receipt. If you find any discrepancy or have any questions, please contact your Client Account Representative immediately at 1-800-333-0963 or forward your questions via fax no. (416)926-5323. Thank you



Cash

Production Date(R): JAN/03/2025



Retirement Plan Services,
P.O. Box 600
Buffalo NY 14201-0600

JANUARY 3, 2025

Dear Plan Administrator:

Re: STATEMENT OF ASSETS AND LIABILITIES OF
THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)

In accordance with Regulation 2520.103-5 of the Department of Labor, we must provide you with a certified statement each year reflecting the following information:

- (i) the total of all assets and liabilities of each sub-account into which you have deposited money (second column on the attached report), and
- (ii) the value of your contract's units in the sub-accounts (fourth column on the attached report).

The attached statement shows the appropriate sub-account values as of December 31, 2024 (our most recent fiscal year). This statement must be used to complete your plan's 2024 Form 5500 series filing.

If you have any questions, please call your Client Account Representative at 1-800-333-0963 or forward your questions via Fax no. (416)926-5323.



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
American Century 2065	\$ 8473148.23	.000000	\$ 0.00
American Century 2060	\$ 25266485.03	.000000	\$ 0.00
American Century 2055	\$ 36365027.62	.000000	\$ 0.00
American Century 2050	\$ 46157771.21	.000000	\$ 0.00
American Century 2045	\$ 46581752.70	.000000	\$ 0.00
American Century 2040	\$ 52831801.19	.000000	\$ 0.00
American Century 2035	\$ 73760176.21	.000000	\$ 0.00
American Century 2030	\$ 79364188.09	.000000	\$ 0.00
American Century 2025	\$ 40703891.60	.000000	\$ 0.00
American Century In Retirement	\$ 36121043.86	.000000	\$ 0.00
American Funds 2065 TD	\$ 275020308.52	.000000	\$ 0.00
American Funds 2060 TD	\$ 621489839.95	.000000	\$ 0.00
American Funds 2055 TD	\$ 872460923.02	.000000	\$ 0.00
American Funds 2050 TD	\$ 1200537288.15	.000000	\$ 0.00
American Funds 2045 TD	\$ 1553510928.46	.000000	\$ 0.00
American Funds 2040 TD	\$ 1604507186.56	.000000	\$ 0.00
American Funds 2035 TD	\$ 1879943775.40	.000000	\$ 0.00
American Funds 2030 TD	\$ 1742451107.81	.000000	\$ 0.00
American Funds 2025 TD	\$ 1023887951.89	.000000	\$ 0.00
American Funds 2020 TD	\$ 392614249.54	.000000	\$ 0.00
American Funds 2015 TD	\$ 120319204.98	.000000	\$ 0.00
American Funds 2010 TD	\$ 157042513.22	.000000	\$ 0.00
BlackRock LifePath Index 2065	\$ 173446902.19	.000000	\$ 0.00
BlackRock LifePath Index 2060	\$ 375305896.37	.000000	\$ 0.00
BlackRock LifePath Index 2055	\$ 530265668.67	.000000	\$ 0.00
BlackRock LifePath Index 2050	\$ 684755751.79	.000000	\$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2024
 Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
BlackRock LifePath Index 2045	\$ 797302180.13	.000000	\$ 0.00
BlackRock LifePath Index 2040	\$ 831451557.83	.000000	\$ 0.00
BlackRock LifePath Index 2035	\$ 894072156.69	.000000	\$ 0.00
BlackRock LifePath Index 2030	\$ 834001694.34	.000000	\$ 0.00
BlackRock LifePath Index 2025	\$ 480653416.19	.000000	\$ 0.00
BlackRock LifePath Index Ret	\$ 330078976.16	.000000	\$ 0.00
JH Lifetime Blend 2065 CIT R2	\$ 113354034.57	.000000	\$ 0.00
JH Lifetime Blend 2060 CIT R2	\$ 274735642.61	.000000	\$ 0.00
JH Lifetime Blend 2055 CIT R2	\$ 424945409.00	.000000	\$ 0.00
JH Lifetime Blend 2050 CIT R2	\$ 627264182.15	.000000	\$ 0.00
JH Lifetime Blend 2045 CIT R2	\$ 769834214.79	.000000	\$ 0.00
JH Lifetime Blend 2040 CIT R2	\$ 820430036.72	.000000	\$ 0.00
JH Lifetime Blend 2035 CIT R2	\$ 961937633.80	.000000	\$ 0.00
JH Lifetime Blend 2030 CIT R2	\$ 855441344.97	.000000	\$ 0.00
JH Lifetime Blend 2025 CIT R2	\$ 579605495.48	.000000	\$ 0.00
JH Lifetime Blend 2020 CIT R2	\$ 53769180.96	.000000	\$ 0.00
JH Lifetime Blend 2015 CIT R2	\$ 13337998.73	.000000	\$ 0.00
JH Lifetime Blend 2010 CIT R2	\$ 298391020.30	.000000	\$ 0.00
JH Multimanager 2065 Lifetime	\$ 91726205.39	.000000	\$ 0.00
JH Multimanager 2060 Lifetime	\$ 234453112.87	.000000	\$ 0.00
JH Multimanager 2055 Lifetime	\$ 317184397.08	.000000	\$ 0.00
JH Multimanager 2050 Lifetime	\$ 426075522.89	.000000	\$ 0.00
JH Multimanager 2045 Lifetime	\$ 630201901.49	.000000	\$ 0.00
JH Multimanager 2040 Lifetime	\$ 638807161.63	.000000	\$ 0.00
JH Multimanager 2035 Lifetime	\$ 731497863.85	.000000	\$ 0.00
JH Multimanager 2030 Lifetime	\$ 730642474.50	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
JH Multimanager 2025 Lifetime	\$ 475118884.57	.000000	\$ 0.00
JH Multimanager 2020 Lifetime	\$ 203276375.94	.000000	\$ 0.00
JH Multimanager 2015 Lifetime	\$ 67609678.04	.000000	\$ 0.00
JH Multimanager 2010 Lifetime	\$ 61155662.98	.000000	\$ 0.00
JH 2065 Lifetime Blend	\$ 61590424.07	.000000	\$ 0.00
JH 2060 Lifetime Blend	\$ 138821762.50	.000000	\$ 0.00
JH 2055 Lifetime Blend	\$ 234257035.76	.000000	\$ 0.00
JH 2050 Lifetime Blend	\$ 283987621.04	.000000	\$ 0.00
JH 2045 Lifetime Blend	\$ 352055835.66	.000000	\$ 0.00
JH 2040 Lifetime Blend	\$ 401565192.43	.000000	\$ 0.00
JH 2035 Lifetime Blend	\$ 467259039.99	.000000	\$ 0.00
JH 2030 Lifetime Blend	\$ 411270316.45	.000000	\$ 0.00
JH 2025 Lifetime Blend	\$ 254794629.22	.000000	\$ 0.00
JH 2020 Lifetime Blend	\$ 100787714.40	.000000	\$ 0.00
JH 2015 Lifetime Blend	\$ 26100267.56	.000000	\$ 0.00
JH 2010 Lifetime Blend	\$ 33923283.96	.000000	\$ 0.00
MFS Lifetime 2065 Fund	\$ 5166977.33	.000000	\$ 0.00
MFS Lifetime 2060 Fund	\$ 12618723.32	.000000	\$ 0.00
MFS Lifetime 2055 Fund	\$ 19390519.62	.000000	\$ 0.00
MFS Lifetime 2050 Fund	\$ 28227327.32	.000000	\$ 0.00
MFS Lifetime 2045 Fund	\$ 33263499.25	.000000	\$ 0.00
MFS Lifetime 2040 Fund	\$ 38726363.09	.000000	\$ 0.00
MFS Lifetime 2035 Fund	\$ 42676377.50	.000000	\$ 0.00
MFS Lifetime 2030 Fund	\$ 40641705.57	.000000	\$ 0.00
MFS Lifetime 2025 Fund	\$ 22779162.16	.000000	\$ 0.00
MFS Lifetime Income Fund	\$ 16350206.81	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
MyWayRet Index 2065 Fund	\$ 28170367.31	.000000	\$ 0.00
MyWayRet Index 2060 Fund	\$ 70129936.00	.000000	\$ 0.00
MyWayRet Index 2055 Fund	\$ 111074220.23	.000000	\$ 0.00
MyWayRet Index 2050 Fund	\$ 153594006.62	.000000	\$ 0.00
MyWayRet Index 2045 Fund	\$ 207962819.79	.000000	\$ 0.00
MyWayRet Index 2040 Fund	\$ 223042751.91	.000000	\$ 0.00
MyWayRet Index 2035 Fund	\$ 270899535.83	.000000	\$ 0.00
MyWayRet Index 2030 Fund	\$ 242440219.48	.000000	\$ 0.00
MyWayRet Index 2025 Fund	\$ 166179589.50	.000000	\$ 0.00
MyWayRet Index Retirement Fund	\$ 99906749.38	.000000	\$ 0.00
Nuveen Lifecycle Index 2065	\$ 87676164.22	.000000	\$ 0.00
Nuveen Lifecycle Index 2060	\$ 194156027.82	.000000	\$ 0.00
Nuveen Lifecycle Index 2055	\$ 269000472.36	.000000	\$ 0.00
Nuveen Lifecycle Index 2050	\$ 377955303.04	.000000	\$ 0.00
Nuveen Lifecycle Index 2045	\$ 440574419.09	.000000	\$ 0.00
Nuveen Lifecycle Index 2040	\$ 456414299.52	.000000	\$ 0.00
Nuveen Lifecycle Index 2035	\$ 499935872.08	.000000	\$ 0.00
Nuveen Lifecycle Index 2030	\$ 446198272.24	.000000	\$ 0.00
Nuveen Lifecycle Index 2025	\$ 298337198.76	.000000	\$ 0.00
Nuveen Lifecycle Index 2020	\$ 96488722.19	.000000	\$ 0.00
Nuveen Lifecycle Index 2015	\$ 24962338.50	.000000	\$ 0.00
Nuveen Lifecycle Index 2010	\$ 10572980.69	.000000	\$ 0.00
Nuveen Lifecycle Index Ret Inc	\$ 40553368.37	.000000	\$ 0.00
State Street Target Ret 2065	\$ 27586086.34	.000000	\$ 0.00
State Street Target Ret 2060	\$ 52279097.56	.000000	\$ 0.00
State Street Target Ret 2055	\$ 74451952.82	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
State Street Target Ret 2050	\$ 109385722.99	.000000	\$ 0.00
State Street Target Ret 2045	\$ 112637951.76	.000000	\$ 0.00
State Street Target Ret 2040	\$ 121852788.64	.000000	\$ 0.00
State Street Target Ret 2035	\$ 120797467.92	.000000	\$ 0.00
State Street Target Ret 2030	\$ 128897401.34	.000000	\$ 0.00
State Street Target Ret 2025	\$ 69634600.01	.000000	\$ 0.00
State Street Target Ret 2020	\$ 23347804.77	.000000	\$ 0.00
State Street Target Ret Income	\$ 16384513.99	.000000	\$ 0.00
T. Rowe Price Retirement 2065	\$ 41047469.38	.000000	\$ 0.00
T. Rowe Price Retirement 2060	\$ 91869594.66	.000000	\$ 0.00
T. Rowe Price Retirement 2055	\$ 140684008.18	.000000	\$ 0.00
T. Rowe Price Retirement 2050	\$ 180965973.75	.000000	\$ 0.00
T. Rowe Price Retirement 2045	\$ 218703818.63	.000000	\$ 0.00
T. Rowe Price Retirement 2040	\$ 237717360.99	.000000	\$ 0.00
T. Rowe Price Retirement 2035	\$ 278876252.69	.000000	\$ 0.00
T. Rowe Price Retirement 2030	\$ 278904927.26	.000000	\$ 0.00
T. Rowe Price Retirement 2025	\$ 165637884.24	.000000	\$ 0.00
T. Rowe Price Retirement 2020	\$ 61288890.75	.000000	\$ 0.00
T. Rowe Price Retirement 2015	\$ 20478199.03	.000000	\$ 0.00
T. Rowe Price Retirement 2010	\$ 27276812.22	.000000	\$ 0.00
Vanguard Target Ret 2065	\$ 180198770.95	.000000	\$ 0.00
Vanguard Target Ret 2060	\$ 415941100.98	.000000	\$ 0.00
Vanguard Target Ret 2055	\$ 586121818.93	.000000	\$ 0.00
Vanguard Target Ret 2050	\$ 801724001.14	.000000	\$ 0.00
Vanguard Target Ret 2045	\$ 930467751.36	.000000	\$ 0.00
Vanguard Target Ret 2040	\$ 959506627.23	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
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Vanguard Target Ret 2035	\$ 1104686320.01	.000000	\$ 0.00
Vanguard Target Ret 2030	\$ 987942441.03	.000000	\$ 0.00
Vanguard Target Ret 2025	\$ 642152353.05	.000000	\$ 0.00
Vanguard Target Ret 2020	\$ 202548265.80	.000000	\$ 0.00
Vanguard Target Ret Income	\$ 149211255.55	.000000	\$ 0.00
JH Lifestyle Blend Aggressive	\$ 9749350.77	.000000	\$ 0.00
JH Lifestyle Blend Growth	\$ 32031330.52	.000000	\$ 0.00
JH Lifestyle Blend Balanced	\$ 35261932.53	.000000	\$ 0.00
JH Lifestyle Blend Moderate	\$ 17804319.98	.000000	\$ 0.00
JHLifestyle Blend Conservative	\$ 7970081.07	.000000	\$ 0.00
JH Multimanager Aggressive LS	\$ 2409540807.36	.000000	\$ 0.00
JH Multimanager Growth LS	\$ 5772129895.60	.000000	\$ 0.00
JH Multimanager Balanced LS	\$ 5150897751.21	.000000	\$ 0.00
JH Multimanager Moderate LS	\$ 1299941209.66	.000000	\$ 0.00
JH Multimanager Conserv LS	\$ 933302188.04	.000000	\$ 0.00
JH Lifestyle Blend Aggressive	\$ 429521059.29	.000000	\$ 0.00
JH Lifestyle Blend Growth	\$ 922057503.71	.000000	\$ 0.00
JH Lifestyle Blend Balanced	\$ 840279431.52	.000000	\$ 0.00
JH Lifestyle Blend Moderate	\$ 239396803.53	.000000	\$ 0.00
JH Lifestyle Bln Conservative	\$ 188100970.22	.000000	\$ 0.00
JH Managed Volatility Growth	\$ 23007370.48	.000000	\$ 0.00
JH Managed Volatility Bal	\$ 27372344.37	.000000	\$ 0.00
JH Managed Volatility Mod	\$ 16006252.32	.000000	\$ 0.00
JH Managed Volatility Con	\$ 22181694.89	.000000	\$ 0.00
AB Discovery Growth Fund	\$ 984219.50	.000000	\$ 0.00
AB Discovery Value Fund	\$ 3069871.94	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
AB Large Cap Growth Fund	\$ 307027056.90	.000000	\$ 0.00
AB Small Cap Growth Fund	\$ 12274410.27	.000000	\$ 0.00
Aberdeen EM ex-China Fund	\$ 1041807.22	.000000	\$ 0.00
Allspring Discovery SMID Grow	\$ 14953.13	.000000	\$ 0.00
Allspring Emerging Markets Eq	\$ 809712.80	.000000	\$ 0.00
Allspring Growth Fund	\$ 176098.15	.000000	\$ 0.00
Allspring Small Company Growth	\$ 4083998.72	.000000	\$ 0.00
Allspring Special MidCap Value	\$ 27462056.04	.000000	\$ 0.00
Allspring Special SCap Value	\$ 15576971.04	.000000	\$ 0.00
American Beacon SC Value	\$ 3705542.72	.000000	\$ 0.00
American Century EM Fund	\$ 12206316.66	.000000	\$ 0.00
American Century Focused Dynam	\$ 2604668.48	.000000	\$ 0.00
American Century Heritage	\$ 190411725.13	.000000	\$ 0.00
American Funds AMCAP Fund	\$ 70242958.39	.000000	\$ 0.00
American Funds New World Fund	\$ 220524139.53	.000000	\$ 0.00
American Funds SMALLCAP World	\$ 73945930.69	.000000	\$ 0.00
AF The Growth Fund of America	\$ 1041651473.32	.000000	\$ 0.00
AMG River Road Mid Cap Value	\$ 28879234.72	.000000	\$ 0.00
Avantis US Small Cap Value	\$ 15981383.74	.000000	\$ 0.00
Baird Mid Cap Growth Fund	\$ 9056804.67	.000000	\$ 0.00
Baron Asset Fund	\$ 0.00	.000000	\$ 0.00
Baron Real Estate Fund	\$ 16213918.55	.000000	\$ 0.00
BlackRock Advantage Sm Cap Gr	\$ 437531.00	.000000	\$ 0.00
BlackRock Health Sciences Opp	\$ 38773824.25	.000000	\$ 0.00
BlackRock Mid Cap Equity Index	\$ 24757888.25	.000000	\$ 0.00
BlackRock MidCap Growth Equity	\$ 2099892.79	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
BlackRock Russell 2000 Index	\$ 23667514.64	.000000	\$ 0.00
Blue Chip Growth Fund	\$ 1858572767.19	.000000	\$ 0.00
Capital Appreciation Fund	\$ 654702217.95	.000000	\$ 0.00
Carillon Eagle Mid Cap Growth	\$ 55592577.83	.000000	\$ 0.00
ClearBridge Large Cap Growth	\$ 31132224.50	.000000	\$ 0.00
ClearBridge Mid Cap Fund	\$ 3761185.24	.000000	\$ 0.00
Cohen & Steers Real Estate	\$ 48286458.39	.000000	\$ 0.00
Columbia Small Cap Value Fund	\$ 1192026.30	.000000	\$ 0.00
Delaware Ivy Small Cap Growth	\$ 9704996.85	.000000	\$ 0.00
Delaware Ivy SMID Cap Core	\$ 5625076.01	.000000	\$ 0.00
Delaware Small Cap Value Fund	\$ 5543220.65	.000000	\$ 0.00
DFA Emerging Markets Value	\$ 90030891.93	.000000	\$ 0.00
DFA Real Estate Securities	\$ 3928287.11	.000000	\$ 0.00
DFA US Targeted Value Fund	\$ 169286434.20	.000000	\$ 0.00
DFA U.S. Small Cap Fund	\$ 253133714.13	.000000	\$ 0.00
Diamond Hill Small-Mid Cap	\$ 6864882.67	.000000	\$ 0.00
Domini Impact Equity Fund	\$ 30979415.54	.000000	\$ 0.00
Eaton Vance Atlanta SMID-Cap	\$ 24988369.99	.000000	\$ 0.00
Federated Kaufmann Large Cap	\$ 3529095.19	.000000	\$ 0.00
Federated Hermes MDT SC Growth	\$ 10492092.38	.000000	\$ 0.00
Fidelity Adv Diversified Stock	\$ 49100201.39	.000000	\$ 0.00
Fidelity Advisor Energy Fund	\$ 23999806.02	.000000	\$ 0.00
Fidelity Advisor Equity Growth	\$ 815642.17	.000000	\$ 0.00
Fidelity Advisor Growth Opps	\$ 14964699.12	.000000	\$ 0.00
Fidelity Adv New Insights	\$ 87562924.29	.000000	\$ 0.00
Fidelity ContraFund	\$ 832071505.61	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
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Fidelity Mid Cap Index Fund	\$ 499088536.55	1279.006954	\$ 50075.55
Fidelity NASDAQ Composite Idx	\$ 81085910.41	.000000	\$ 0.00
Fidelity Real Estate Index	\$ 38676894.53	.000000	\$ 0.00
Financial Industries Fund	\$ 76299539.87	.000000	\$ 0.00
Franklin DynaTech Fund	\$ 62445172.78	.000000	\$ 0.00
Franklin Growth Fund	\$ 26607372.57	.000000	\$ 0.00
Franklin Small-Mid Growth	\$ 131963320.73	.000000	\$ 0.00
Fundamental All Cap Core Fund	\$ 108315245.17	.000000	\$ 0.00
Goldman Sachs SmCap Eq Insight	\$ 0.00	.000000	\$ 0.00
Harbor Capital Appreciation	\$ 4220228.80	.000000	\$ 0.00
Harbor Mid Cap Value Fund	\$ 20919606.46	.000000	\$ 0.00
Hartford Growth Opportunities	\$ 811573.20	.000000	\$ 0.00
Hartford MidCap Fund	\$ 22899297.47	.000000	\$ 0.00
Hartford Schroders US Mid Cap	\$ 7320666.28	.000000	\$ 0.00
Impax Small Cap Fund	\$ 1130489.70	.000000	\$ 0.00
Invesco Developing Markets	\$ 106624372.96	.000000	\$ 0.00
Invesco Discovery Mid Cap Grow	\$ 26875904.84	.000000	\$ 0.00
Invesco Main Street Mid Cap	\$ 3817596.12	.000000	\$ 0.00
Invesco Real Estate Fund	\$ 3737807.23	.000000	\$ 0.00
Invesco Small Cap Growth	\$ 226254771.30	.000000	\$ 0.00
iShares Gold Trust ETF	\$ 83038406.99	.000000	\$ 0.00
iShares Russell 2000 SmCap Ind	\$ 0.00	.000000	\$ 0.00
iShares Russell Mid-Cap Index	\$ 0.00	.000000	\$ 0.00
Janus Henderson Enterprise	\$ 31129807.54	.000000	\$ 0.00
Janus Henderson Forty Fund	\$ 29579614.53	.000000	\$ 0.00
Janus Henderson Gbl Life Sci	\$ 19997572.45	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA		THE TRUSTEES OF UPSTAIRS STUDIO, INC.	
	Total Sub-Accounts		CASH BALANCE PLAN	
	Assets and Liabilities*	Total No of Units	Total Value	
Janus Henderson Triton Fund	\$ 22537145.28	.000000	\$ 0.00	
JH Disciplined Value Mid Cap	\$ 86648031.10	.000000	\$ 0.00	
John Hancock Diversified Macro	\$ 0.00	.000000	\$ 0.00	
John Hancock EM Equity Fund	\$ 1580799.49	.000000	\$ 0.00	
John Hancock Mid Cap Growth	\$ 265396928.80	.000000	\$ 0.00	
John Hancock Small Cap Core	\$ 12408523.57	.000000	\$ 0.00	
JH Small Cap Dynamic Growth	\$ 614293.27	.000000	\$ 0.00	
John Hancock U.S. Growth Fund	\$ 131354559.96	.000000	\$ 0.00	
John Hancock US Gbl Ldr Grow	\$ 3956951.45	.000000	\$ 0.00	
JPMorgan Large Cap Growth	\$ 601940084.31	320.406836	\$ 55307.58	
JPMorgan MidCap Value Fund	\$ 193499766.53	.000000	\$ 0.00	
JPMorgan SMID Cap Fund	\$ 25181216.43	.000000	\$ 0.00	
Keeley Small Cap Dividend Val	\$ 8599951.09	.000000	\$ 0.00	
Lord Abbett Value Opps Fund	\$ 21581872.36	.000000	\$ 0.00	
MFS Growth Fund	\$ 71766269.95	228.305372	\$ 53443.28	
MFS International Growth Fund	\$ 464362.69	.000000	\$ 0.00	
MFS Mid Cap Growth Fund	\$ 99677299.93	.000000	\$ 0.00	
MFS Mid Cap Value Fund	\$ 54621952.14	.000000	\$ 0.00	
Mid Cap Index Fund	\$ 726001441.76	.000000	\$ 0.00	
Mid Value Fund	\$ 175346135.91	.000000	\$ 0.00	
MyWayRet Emerging Markets Fund	\$ 7028412.78	.000000	\$ 0.00	
MyWayRet Large Cap Growth Fund	\$ 62287151.45	.000000	\$ 0.00	
MyWayRetirement Mid Cap Growth	\$ 15522679.41	.000000	\$ 0.00	
MyWayRetirement Mid Cap Value	\$ 7192896.04	.000000	\$ 0.00	
MyWayRetirement Real Estate	\$ 4083819.88	.000000	\$ 0.00	
MyWayRet Small Cap Growth Fund	\$ 11410365.89	.000000	\$ 0.00	

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
MyWayRet Small Cap Value Fund	\$ 6054319.10	.000000	\$ 0.00
Nationwide Geneva Small Cap Gr	\$ 0.00	.000000	\$ 0.00
Neuberger Berman Genesis Fund	\$ 9948626.42	.000000	\$ 0.00
Neuberger Berman Intrinsic Val	\$ 765490.20	.000000	\$ 0.00
New Opportunities Fund	\$ 20116293.07	.000000	\$ 0.00
Northern EM Equity Index Fund	\$ 34753426.36	.000000	\$ 0.00
Northern Small Cap Value Fund	\$ 7058258.30	.000000	\$ 0.00
Nuveen Large-Cap Growth Index	\$ 407416572.07	.000000	\$ 0.00
Nuveen Quant Small/Mid-Cap Eq	\$ 4661983.84	.000000	\$ 0.00
Nuveen Small Cap Value Fund	\$ 8510996.56	.000000	\$ 0.00
Nuveen Small-Cap Blend Index	\$ 265423453.44	.000000	\$ 0.00
Parnassus Mid Cap Fund	\$ 7623362.01	.000000	\$ 0.00
PGIM Jennison Mid Cap Growth	\$ 105164670.02	.000000	\$ 0.00
PGIM Jennison Small Company	\$ 5977920.38	.000000	\$ 0.00
PGIM Quant Solutions MC Value	\$ 1014932.86	.000000	\$ 0.00
Principal Real Estate Securit	\$ 920420.38	.000000	\$ 0.00
Putnam Large Cap Growth Fund	\$ 50348977.43	.000000	\$ 0.00
Putnam Small Cap Growth Fund	\$ 34395829.99	.000000	\$ 0.00
Real Est. Securities Fund	\$ 202855853.62	.000000	\$ 0.00
Royce Small-Cap Fund	\$ 12651325.29	.000000	\$ 0.00
Royce Small-Cap Opportunity	\$ 86162716.01	.000000	\$ 0.00
Royce Small-Cap Total Return	\$ 1106100.61	.000000	\$ 0.00
Science & Technology Fund	\$ 644260068.89	.000000	\$ 0.00
Small Cap Index Fund	\$ 320317598.71	.000000	\$ 0.00
Small Cap Stock Fund	\$ 66148913.87	.000000	\$ 0.00
Small Cap Value Fund	\$ 114102942.20	.000000	\$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2024
 Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
Sprott Gold Equity Fund	\$ 52526724.27	.000000	\$ 0.00
T. Rowe Price Growth Stock	\$ 52593160.29	.000000	\$ 0.00
T. Rowe Price Health Sci	\$ 375541717.25	.000000	\$ 0.00
T. Rowe Price Integr US SC Gr	\$ 25580848.48	.000000	\$ 0.00
T. Rowe Price Intl Discovery	\$ 965487.96	.000000	\$ 0.00
T. Rowe Price Large Cap Growth	\$ 1946384.88	.000000	\$ 0.00
T. Rowe Price New Era Fund	\$ 31537858.55	.000000	\$ 0.00
T. Rowe Price Sci & Tech	\$ 682676708.37	.000000	\$ 0.00
T. Rowe Price Sml Cap Val	\$ 119306713.64	.000000	\$ 0.00
Thrivent Mid Cap Stock Fund	\$ 32508784.11	.000000	\$ 0.00
Touchstone Mid Cap Growth Fund	\$ 3199246.14	.000000	\$ 0.00
Undiscovered Mgr Behavioral	\$ 52981594.36	.000000	\$ 0.00
Vanguard Emerging Mkts Stk Ind	\$ 18117907.54	.000000	\$ 0.00
Vanguard Energy Fund	\$ 169689746.71	.000000	\$ 0.00
Vanguard Explorer Fund	\$ 199408749.73	.000000	\$ 0.00
Vanguard Growth Index Fund	\$ 1638664748.76	.000000	\$ 0.00
Vanguard Materials Index Fund	\$ 10096002.72	.000000	\$ 0.00
Vanguard Mid-Cap Growth ETF	\$ 390500099.35	.000000	\$ 0.00
Vanguard Mid-Cap Value ETF	\$ 270181971.13	.000000	\$ 0.00
Vanguard Small Cap Grow Index	\$ 479519039.15	.000000	\$ 0.00
Vanguard Small Cap Value Index	\$ 372367851.33	873.676929	\$ 55367.28
Vanguard Strategic Equity Fund	\$ 57726439.36	.000000	\$ 0.00
Virtus Ceredex MCV Equity	\$ 4792259.39	.000000	\$ 0.00
Virtus Large Cap Growth Stock	\$ 5637823.49	.000000	\$ 0.00
WisdomTree MidCap Dividend ETF	\$ 43092745.34	.000000	\$ 0.00
WisdomTree MidCap ETF	\$ 12066426.80	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
WisdomTree SC Dividend ETF	\$ 6422552.16	.000000	\$ 0.00
500 Index Fund	\$ 6706590129.66	.000000	\$ 0.00
AB Equity Income Fund	\$ 0.00	.000000	\$ 0.00
AB Sustainable Global Thematic	\$ 14278520.48	.000000	\$ 0.00
Allspring Disciplined US Core	\$ 2268409.69	.000000	\$ 0.00
American Century Value Fund	\$ 4068638.36	.000000	\$ 0.00
American Funds American Mutual	\$ 87027.68	.000000	\$ 0.00
Capital World Growth & Income	\$ 318763284.06	.000000	\$ 0.00
American Funds EuroPac Growth	\$ 451979934.48	.000000	\$ 0.00
American Funds Fundamental Inv	\$ 325659731.77	.000000	\$ 0.00
American Funds New Perspective	\$ 609156899.25	.000000	\$ 0.00
Investment Company of America	\$ 323411804.03	.000000	\$ 0.00
Washington Mutual Investors	\$ 522982347.09	.000000	\$ 0.00
BlackRock EAFE Equity Index	\$ 30896886.41	.000000	\$ 0.00
BlackRock Equity Index Fund	\$ 142529179.69	.000000	\$ 0.00
BlackRock International Fund	\$ 2958081.15	.000000	\$ 0.00
BlackRock Large Cap Focus Val	\$ 27599333.03	.000000	\$ 0.00
ClearBridge Growth Fund	\$ 49169479.35	.000000	\$ 0.00
ClearBridge International Grow	\$ 4636700.88	.000000	\$ 0.00
ClearBridge Large Cap Value	\$ 87487.99	.000000	\$ 0.00
Columbia Contrarian Core Fund	\$ 14080094.97	.000000	\$ 0.00
Columbia Dividend Income Fund	\$ 93782643.24	.000000	\$ 0.00
Columbia Global Value Fund	\$ 2084499.46	.000000	\$ 0.00
Columbia Overseas Value Fund	\$ 13279793.97	.000000	\$ 0.00
Delaware Ivy Intl Core Equity	\$ 4075726.02	.000000	\$ 0.00
DFA Global Equity Fund	\$ 32715818.47	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA	THE TRUSTEES OF UPSTAIRS STUDIO, INC.	
	Total Sub-Accounts Assets and Liabilities*	CASH BALANCE PLAN	
		Total No of Units	Total Value
DFA Global Real Estate Secur	\$ 96008.78	.000000	\$ 0.00
DFA Intl Small Cap Value	\$ 19897895.35	.000000	\$ 0.00
DFA Intl Small Company Fund	\$ 14993947.36	.000000	\$ 0.00
DFA International Value	\$ 112476291.07	.000000	\$ 0.00
DFA US Large Cap Value Fund	\$ 74100340.03	.000000	\$ 0.00
DFA US Large Company Fund	\$ 114205893.63	.000000	\$ 0.00
Diamond Hill Large Cap Fund	\$ 5765488.14	.000000	\$ 0.00
Dodge & Cox International St	\$ 77590584.25	.000000	\$ 0.00
Dodge & Cox Stock Fund	\$ 329975507.31	110.023483	\$ 56285.78
Domini Impact Intl Equity	\$ 3241003.43	.000000	\$ 0.00
Eaton Vance RB Equity Strategy	\$ 2239447.50	.000000	\$ 0.00
Equity Income Fund	\$ 164511653.00	.000000	\$ 0.00
Fidelity Adv Diversified Intl	\$ 13536722.39	.000000	\$ 0.00
Fidelity Adv Leveraged Co Stk	\$ 42843580.04	.000000	\$ 0.00
Fidelity International Index	\$ 254481501.00	733.146199	\$ 41451.82
Franklin Mutual Beacon Fund	\$ 83332367.90	.000000	\$ 0.00
Mutual Global Discovery	\$ 124651888.90	.000000	\$ 0.00
Fundamental Large Cap Value	\$ 182594329.45	.000000	\$ 0.00
Harbor Large Cap Value Fund	\$ 462145.58	.000000	\$ 0.00
Hartford Core Equity Fund	\$ 9082948.95	.000000	\$ 0.00
Hartford Equity Income Fund	\$ 12449731.86	.000000	\$ 0.00
Hartford International Oppor	\$ 7053400.14	.000000	\$ 0.00
Hartford Schroders Intl MCV	\$ 7360957.50	.000000	\$ 0.00
Intl Equity Index Fund	\$ 254478036.94	.000000	\$ 0.00
Invesco Diversified Dividend	\$ 24959886.57	.000000	\$ 0.00
Invesco EQV Intl Equity Fund	\$ 20829864.29	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
Invesco Global Fund	\$ 149989996.42	.000000	\$ 0.00
Invesco Growth and Income	\$ 4565529.81	.000000	\$ 0.00
Invesco Main Street Fund	\$ 1313214.96	.000000	\$ 0.00
Invesco Opp Intl Growth Fund	\$ 66105437.96	.000000	\$ 0.00
iShares MSCI EAFE Growth ETF	\$ 17030452.22	.000000	\$ 0.00
iShares MSCI EAFE Value ETF	\$ 18577393.04	.000000	\$ 0.00
iShares MSCI Total Intl Index	\$ 0.00	.000000	\$ 0.00
iShares Russell 1000 LaCap Ind	\$ 0.00	.000000	\$ 0.00
Janus Henderson Gbl Eq Income	\$ 21782947.35	.000000	\$ 0.00
John Hancock Classic Value	\$ 1311475.35	.000000	\$ 0.00
John Hancock Disciplined Value	\$ 569525209.67	.000000	\$ 0.00
JH Disciplined Value Intl Fund	\$ 94341891.00	.000000	\$ 0.00
John Hancock ESG Intl Equity	\$ 744961.15	.000000	\$ 0.00
John Hancock ESG LC Core	\$ 4049181.94	.000000	\$ 0.00
JH Fundamental Gbl Franchise	\$ 1808669.85	.000000	\$ 0.00
JH Fundamental Large Cap Core	\$ 10300129.44	.000000	\$ 0.00
John Hancock Global Equity	\$ 1915587.27	.000000	\$ 0.00
JH Intl Dynamic Growth Fund	\$ 520906.35	.000000	\$ 0.00
John Hancock Intl Growth	\$ 49097544.97	.000000	\$ 0.00
John Hancock Intl Small Co	\$ 84544.50	.000000	\$ 0.00
JPMorgan Equity Income Fund	\$ 73527310.57	.000000	\$ 0.00
JPMorgan U.S. Equity Fund	\$ 633870897.22	.000000	\$ 0.00
Lazard International Equity	\$ 5224304.77	.000000	\$ 0.00
MFS Blended Research Core Eq	\$ 3862882.04	.000000	\$ 0.00
MFS Intl Diversification Fund	\$ 12741089.74	.000000	\$ 0.00
MFS Massachusetts Investors	\$ 66952844.52	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
MFS Value Fund	\$ 121855297.10	.000000	\$ 0.00
MyWayRetirement Commodities	\$ 3528698.93	.000000	\$ 0.00
MyWayRet International Growth	\$ 13328935.27	.000000	\$ 0.00
MyWayRet International Value	\$ 6578252.59	.000000	\$ 0.00
MyWayRet Large Cap Value Fund	\$ 34819182.57	.000000	\$ 0.00
Neuberger Berman Intl Equity	\$ 1039964.03	.000000	\$ 0.00
Neuberger Berman Multi-Cap Opp	\$ 1232351.28	.000000	\$ 0.00
Neuberger Berman Sustain Equ	\$ 2240930.40	.000000	\$ 0.00
Nuveen Equity Index Fund	\$ 84918695.32	.000000	\$ 0.00
Nuveen Large-Cap Value Index	\$ 59328070.32	.000000	\$ 0.00
Nuveen Social Choice Equity	\$ 13089032.97	.000000	\$ 0.00
Oakmark Fund	\$ 15383294.26	.000000	\$ 0.00
Oakmark International Fund	\$ 8332346.04	.000000	\$ 0.00
Parnassus Core Equity Fund	\$ 233766468.29	.000000	\$ 0.00
Parnassus Value Equity Fund	\$ 24280285.59	.000000	\$ 0.00
PIMCO Commodity Real Return	\$ 20290271.61	.000000	\$ 0.00
Principal Global Real Estate	\$ 3134542.08	.000000	\$ 0.00
Putnam Large Cap Value Fund	\$ 83178897.96	.000000	\$ 0.00
Putnam Research Fund	\$ 2157728.79	.000000	\$ 0.00
Sit Dividend Growth Fund	\$ 5546151.33	.000000	\$ 0.00
State Street Inst U.S. Equity	\$ 216303.55	.000000	\$ 0.00
T. Rowe Price Dividend Growth	\$ 66742943.19	.000000	\$ 0.00
T. Rowe Price Equity Inc	\$ 207482410.96	.000000	\$ 0.00
T. Rowe Price Intl Value Eqy	\$ 2309672.45	.000000	\$ 0.00
T. Rowe Price Overseas Stock	\$ 35179210.58	.000000	\$ 0.00
Templeton Foreign Fund	\$ 2258495.16	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
Templeton Foreign Smaller Co	\$ 17704974.78	.000000	\$ 0.00
Templeton World	\$ 65200918.27	.000000	\$ 0.00
Thornburg Global Opportunities	\$ 2938038.84	.000000	\$ 0.00
Total Stock Market Index Fund	\$ 450616050.14	.000000	\$ 0.00
Vanguard Equity-Income Fund	\$ 136542243.52	.000000	\$ 0.00
Vanguard High Dividend Yld Idx	\$ 36649499.56	.000000	\$ 0.00
Vanguard International Growth	\$ 133134927.73	.000000	\$ 0.00
Vanguard International Value	\$ 7022481.47	.000000	\$ 0.00
Vanguard Total Intl Stock Idx	\$ 108686293.42	.000000	\$ 0.00
Vanguard Tot Wld Stk Index ETF	\$ 131196126.74	.000000	\$ 0.00
Vanguard Value Index Fund	\$ 756802224.19	572.741182	\$ 54564.94
Victory Diversified Stock	\$ 6368508.58	.000000	\$ 0.00
Victory Trivalent Intl SC	\$ 4737628.98	.000000	\$ 0.00
AF American Balanced Fund	\$ 1660998888.74	.000000	\$ 0.00
AF Capital Income Builder	\$ 114668026.28	.000000	\$ 0.00
American Fund Ret Inc-Enhanced	\$ 0.00	.000000	\$ 0.00
American Fund Ret Inc-Moderate	\$ 0.00	.000000	\$ 0.00
American Fund Ret Inc-Conserv	\$ 0.00	.000000	\$ 0.00
AF The Income Fund of America	\$ 148868162.04	.000000	\$ 0.00
BlackRock Global Allocation	\$ 186397972.54	.000000	\$ 0.00
BlackRock High Equity Income	\$ 3179294.98	.000000	\$ 0.00
Delaware Ivy Asset Strategy	\$ 29614102.69	.000000	\$ 0.00
DWS RREEF Gbl Infrastructure	\$ 1031488.11	.000000	\$ 0.00
Fidelity Advisor Balanced Fund	\$ 74388492.64	.000000	\$ 0.00
First Eagle Global Fund	\$ 3767340.72	.000000	\$ 0.00
Franklin Global Allocation	\$ 15559304.10	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
Franklin Utilities Fund	\$ 28454693.28	.000000	\$ 0.00
Hartford Balanced Income Fund	\$ 32990034.10	.000000	\$ 0.00
Impax Sustainable Allocation	\$ 9436789.09	.000000	\$ 0.00
Invesco Equity and Income Fund	\$ 12748362.15	.000000	\$ 0.00
Janus Henderson Balanced Fund	\$ 70289444.81	.000000	\$ 0.00
John Hancock Balanced Fund	\$ 29621598.25	.000000	\$ 0.00
John Hancock EM Debt Fund	\$ 1026795.33	.000000	\$ 0.00
John Hancock Infrastructure	\$ 705637.47	.000000	\$ 0.00
Lazard Global Listed Infra	\$ 2455387.86	.000000	\$ 0.00
Loomis Sayles Gbl Allocation	\$ 13082997.52	.000000	\$ 0.00
MainStay Income Builder Fund	\$ 4113057.75	.000000	\$ 0.00
MFS Emerging Markets Debt	\$ 9577787.17	2371.566447	\$ 51004.34
MFS Total Return Fund	\$ 9756536.53	.000000	\$ 0.00
MFS Utilities Fund	\$ 109649699.67	.000000	\$ 0.00
MyWayRetirement Balanced Fund	\$ 22464580.43	.000000	\$ 0.00
PIMCO All Asset	\$ 31829990.79	.000000	\$ 0.00
PIMCO Long Duration Total Rtn	\$ 11239363.82	.000000	\$ 0.00
Principal Spectrum PrefSec Inc	\$ 240375.65	.000000	\$ 0.00
Vanguard Balanced Index Fund	\$ 209374583.55	.000000	\$ 0.00
Vanguard LT Treasury Index	\$ 11521007.85	.000000	\$ 0.00
AB Global Bond Fund	\$ 19031270.07	.000000	\$ 0.00
AB High Income Fund	\$ 13306678.96	.000000	\$ 0.00
AB Income Fund	\$ 2587198.55	.000000	\$ 0.00
Allspring Core Bond Fund	\$ 8508691.66	.000000	\$ 0.00
Allspring Core Plus Bond Fund	\$ 1508770.07	.000000	\$ 0.00
Allspring Government Securitie	\$ 4382668.20	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
American Century Infl Adj Bond	\$ 4339286.63	.000000	\$ 0.00
American Funds Bond Fund of Am	\$ 67799127.40	.000000	\$ 0.00
AF Capital World Bond Fund	\$ 21671037.72	.000000	\$ 0.00
American Funds Strategic Bond	\$ 3150032.70	.000000	\$ 0.00
AF US Government Securities	\$ 64397414.97	.000000	\$ 0.00
Baird Core Plus Bond Fund	\$ 2789649.89	.000000	\$ 0.00
BlackRock High Yield Bond Fund	\$ 79319349.70	.000000	\$ 0.00
BlackRock Infl Protected Bond	\$ 18680243.26	.000000	\$ 0.00
BlackRock Total Return Fund	\$ 19765137.57	.000000	\$ 0.00
BlackRock U.S. Debt Index Fund	\$ 22534114.30	.000000	\$ 0.00
BlackRock U.S. TIPS Index Fund	\$ 4181153.83	.000000	\$ 0.00
BNY Mellon Bond Market Index	\$ 0.00	.000000	\$ 0.00
Brandywine Global Opps Bond	\$ 1116064.88	.000000	\$ 0.00
Core Bond Fund	\$ 116602411.80	.000000	\$ 0.00
DFA Five-Year Gbl Fixed-Income	\$ 943176.44	.000000	\$ 0.00
DFA Inflation-Protected Sec	\$ 113898194.53	.000000	\$ 0.00
DFA Intermediate Gov Fixed Inc	\$ 12008390.31	.000000	\$ 0.00
DoubleLine Core Fixed Income	\$ 4082861.71	.000000	\$ 0.00
DoubleLine Total Return Bond	\$ 9063372.20	.000000	\$ 0.00
Eaton Vance High Income Opps	\$ 17266726.58	.000000	\$ 0.00
Federated High Yield Bond	\$ 128057798.76	.000000	\$ 0.00
Federated Total Return Bond	\$ 13131809.22	.000000	\$ 0.00
Fidelity Advisor Total Bond	\$ 583417267.11	.000000	\$ 0.00
Floating Rate Income Fund	\$ 15254437.92	.000000	\$ 0.00
Guggenheim Total Return Bond	\$ 17703936.54	.000000	\$ 0.00
Hartford Inflation Plus Fund	\$ 1079454.74	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
Hartford World Bond Fund	\$ 4024624.42	.000000	\$ 0.00
High Yield Fund	\$ 190267241.67	.000000	\$ 0.00
Invesco Core Bond Fund	\$ 44362.89	.000000	\$ 0.00
Invesco Core Plus Bond Fund	\$ 6398658.08	.000000	\$ 0.00
Invesco International Bond	\$ 17553612.52	.000000	\$ 0.00
Alternative Asset Allocation	\$ 6456462.41	.000000	\$ 0.00
John Hancock Bond Fund	\$ 351949542.13	.000000	\$ 0.00
John Hancock ESG Core Bond	\$ 746682.72	.000000	\$ 0.00
John Hancock Government Income	\$ 257802.27	.000000	\$ 0.00
John Hancock Income Fund	\$ 13843241.16	.000000	\$ 0.00
John Hancock Invt Grade Bond	\$ 7892058.50	.000000	\$ 0.00
JPMorgan Core Bond Fund	\$ 61018315.57	4961.074353	\$ 65841.60
JPMorgan Global Bond Opps	\$ 13034956.14	.000000	\$ 0.00
Loomis Sayles Core Plus Bond	\$ 6591291.82	.000000	\$ 0.00
Lord Abbett Bond Debenture	\$ 22709574.19	.000000	\$ 0.00
Lord Abbett Core Bond Fund	\$ 705791.80	.000000	\$ 0.00
Lord Abbett Core Fixed Income	\$ 6805158.98	.000000	\$ 0.00
Lord Abbett High Yield Fund	\$ 11669305.00	.000000	\$ 0.00
MainStay MacKay HY Corp Bond	\$ 10989054.71	.000000	\$ 0.00
Metropolitan West Ttl Rtn Bond	\$ 7129571.16	.000000	\$ 0.00
MFS Income Fund	\$ 2119711.46	.000000	\$ 0.00
MyWayRetirement Core Bond Fund	\$ 16277403.90	.000000	\$ 0.00
MyWayRetirement Global Bond	\$ 2636573.80	.000000	\$ 0.00
MyWayRet Multi-Sector Bond	\$ 8700160.65	.000000	\$ 0.00
Nuveen Core Impact Bond Fund	\$ 6838931.36	.000000	\$ 0.00
Nuveen Strategic Income Fund	\$ 9951308.85	.000000	\$ 0.00

*Assets = Liabilities



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
Opportunistic Fixed Income	\$ 53360788.76	.000000	\$ 0.00
PGIM Global Total Return Fund	\$ 16490247.37	.000000	\$ 0.00
PGIM Total Return Bond Fund	\$ 105685544.72	.000000	\$ 0.00
PIMCO Income Fund	\$ 140614969.57	.000000	\$ 0.00
PIMCO Intl Bond USD-Hedged	\$ 15028683.71	.000000	\$ 0.00
PIMCO Invt Grade Credit Bond	\$ 5893635.41	.000000	\$ 0.00
PIMCO Real Return	\$ 120796453.88	.000000	\$ 0.00
Putnam Global Income Fund	\$ 804421.76	.000000	\$ 0.00
Strategic Income Opp Fund	\$ 185918975.90	.000000	\$ 0.00
T. Rowe Price Spectrum Inc	\$ 102394060.37	.000000	\$ 0.00
Templeton Global Bond Fund	\$ 35078774.66	.000000	\$ 0.00
Total Bond Market Fund	\$ 306600725.25	.000000	\$ 0.00
Vanguard Interm-Term Bond Idx	\$ 49886205.11	.000000	\$ 0.00
Vanguard Total Bond Market Idx	\$ 145399655.95	.000000	\$ 0.00
Vanguard Total Intl Bond Index	\$ 18296757.61	.000000	\$ 0.00
Virtus Seix Floating Rate HInc	\$ 8489542.12	.000000	\$ 0.00
Western Asset Core Bond Fund	\$ 35897006.48	5181.122137	\$ 66402.91
Western Asset Core Plus Bond	\$ 26333666.76	.000000	\$ 0.00
Calvert Short Duration Income	\$ 5209199.99	.000000	\$ 0.00
DoubleLine Low Duration Bond	\$ 4688646.68	.000000	\$ 0.00
Federated Capital Preservation	\$ 21056228.39	.000000	\$ 0.00
Guggenheim Limited Duration	\$ 3901663.54	.000000	\$ 0.00
Invesco Premier US Govt Money	\$ 105380255.88	.000000	\$ 0.00
John Hancock Stable Val	\$ 1857372490.17	.000000	\$ 0.00
Lord Abbett Short Duration Inc	\$ 43551992.63	.000000	\$ 0.00
Money Market Fund	\$ 1496599694.92	.000000	\$ 0.00

*Assets = Liabilities

Note: this report does not reflect transactions processed after December 31, 2024
 Cash Basis



STATEMENT OF ASSETS AND LIABILITIES OF
 THE SUB-ACCOUNTS OF JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)
 FOR CONTRACT # 702336 THE TRUSTEES OF UPSTAIRS STUDIO, INC.
 CASH BALANCE PLAN
 MONEY INVESTED AS OF DECEMBER 31, 2024

Sub-Accounts	John Hancock USA Total Sub-Accounts Assets and Liabilities*	THE TRUSTEES OF UPSTAIRS STUDIO, INC. CASH BALANCE PLAN Total No of Units	Total Value
-----	-----	-----	-----
NY Life Ins. Co. Anchor Acct	\$ 36647247.96	.000000	\$ 0.00
Payden Managed Income Fund	\$ 62591788.78	.000000	\$ 0.00
PGIM Short-Term Corporate Bond	\$ 8709826.80	.000000	\$ 0.00
PIMCO Short-Term Fund	\$ 4935208.62	.000000	\$ 0.00
Reliance MetLife Stable Value	\$ 280212750.34	.000000	\$ 0.00
T. Rowe Price Short Term Bond	\$ 26208866.74	.000000	\$ 0.00
Thornburg Limited Term Income	\$ 5860524.21	.000000	\$ 0.00
Vanguard Short-Term Bond Index	\$ 41036475.83	.000000	\$ 0.00
Vanguard Short-Term Federal	\$ 189547747.18	.000000	\$ 0.00
Vanguard ST Investment-Grade	\$ 18273649.58	.000000	\$ 0.00
Russell Equity Growth	\$ 0.00	.000000	\$ 0.00
Russell Growth	\$ 0.00	.000000	\$ 0.00
Russell Balanced	\$ 0.00	.000000	\$ 0.00
Russell Moderate	\$ 0.00	.000000	\$ 0.00
Russell Conservative	\$ 0.00	.000000	\$ 0.00
American Beacon Bridgeway LCV	\$ 0.00	.000000	\$ 0.00
Lazard US Equity Concentrated	\$ 0.00	.000000	\$ 0.00
Thornburg Intl Growth	\$ 0.00	.000000	\$ 0.00
PIMCO All Asset All Authority	\$ 0.00	.000000	\$ 0.00

*Assets = Liabilities

I hereby certify that this statement, given pursuant to 29 CFR 2520.103-5(c), is complete and accurate.

Sue Reibel
 CEO, John Hancock Retirement

Production Date(R): JAN/03/2025

Schedule SB, Part V - Summary of Plan Provisions

Eligibility Requirements

Age (yrs) : 21
Age (months) : 0
Wait (months) : 12
Two year eligibility : No

Service/Participation Requirements

Definition of years: Hours worked
Continuing hours: 1,000
Excluded classes: Union Members
Non-resident alien
Salaried employee
Other

Earnings

Total compensation excluding : None

<u>Retirement</u>	<u>Normal</u>	<u>Early</u>	<u>Subsidized Early</u>	<u>Disability</u>	<u>Death</u>
Age:	62				
Service:	0				
Participation:	5				
Defined:	1st of month following				

Interest Crediting Rules

Plan Year Rate

Past: 4.00% Current: 4.00% Future: 4.00%

Interest credited to: End of plan year

Benefit Reduction / Mortality table & setback

Male:	Actuarial Equivalence	Actuarial Equivalence	N/A	0
Female:	Actuarial Equivalence	Actuarial Equivalence	N/A	0

Rates - Male:	N/A	N/A	N/A
Rates - Female:	N/A	N/A	N/A

Use Social Security Retirement Age:	No	REACT Benefits Percentage:	50.00%
Vesting Schedule:	3 Year Cliff	Pre-retirement death benefit	
Vesting Definition:	Hours Worked	Percentage of accrued benefit:	100.00%
		Death Benefit Payment method:	PVAB

Name of Plan: Upstairs Studio, Inc. Cash Balance Plan
Plan Sponsor's EIN: 65-0562757
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

	<u>Annuity</u>	<u>Percent</u>	<u>Years</u>
Normal:	Life only	0.00%	0
QJSA:	Joint and contingent	50.00%	0

Significant Changes in Plan Provisions Since Last Valuation

Name of Plan: Upstairs Studio, Inc. Cash Balance Plan
Plan Sponsor's EIN: 65-0562757
Plan Number: 001

Schedule SB, Part V - Summary of Plan Provisions

Benefit Formula

Lesser of 100% of the compensation and \$100,000 for Maricarmen Martinez,
\$1,450 for all other participants.

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Name of Plan: Upstairs Studio, Inc. Cash Balance Plan
Plan Sponsor's EIN: 65-0562757
Plan Number: 001