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| <p><b>Form 5500</b></p> <p>Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p>Department of Labor<br/>Employee Benefits Security<br/>Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p> | <p><b>Annual Return/Report of Employee Benefit Plan</b></p> <p>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</p> <p>▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | <p>OMB Nos. 1210-0110<br/>1210-0089</p> <hr/> <p style="font-size: 24pt; font-weight: bold;">2024</p> <hr/> <p><b>This Form is Open to Public Inspection</b></p> |
|---|---|--|

**Part I Annual Report Identification Information**  
 For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

**A** This return/report is for:  a multiemployer plan  a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)

a single-employer plan  a DFE (specify) \_\_\_\_\_

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

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

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

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

special extension (enter description)

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

**Part II Basic Plan Information—enter all requested information**

|  |  |
|--|--|
| <p><b>1a</b> Name of plan<br/><u>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES 401(K) PLAN</u></p>   | <p><b>1b</b> Three-digit plan number (PN) ▶ <u>001</u></p>   |
| <p><b>2a</b> Plan sponsor's name (employer, if for a single-employer plan)<br/>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br/>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br/><u>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES</u></p> <p><u>28 SCHOOL ST</u><br/><u>GLEN COVE, NY 11542-2512</u></p> | <p><b>1c</b> Effective date of plan<br/><u>01/01/1996</u></p> <p><b>2b</b> Employer Identification Number (EIN)<br/><u>11-2393206</u></p> <p><b>2c</b> Plan Sponsor's telephone number<br/><u>516-277-2044</u></p> <p><b>2d</b> Business code (see instructions)<br/><u>448310</u></p> |

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

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

|                  |   |            |  |
|------------------|---|------------|--|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/13/2025 | MARK UDELL   |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/13/2025 | MARK UDELL   |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |   |            |  |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

|   |  |     |
|---|--|-----|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor  | <b>3b</b> Administrator's EIN              |     |
|   | <b>3c</b> Administrator's telephone number |     |
| <b>4</b> 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:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name  | <b>4b</b> EIN                              |     |
|   | <b>4d</b> PN                               |     |
| <b>5</b> Total number of participants at the beginning of the plan year   | <b>5</b>                                   | 292 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><b>a(1)</b> Total number of active participants at the beginning of the plan year .....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><b>b</b> Retired or separated participants receiving benefits.....<br><b>c</b> Other retired or separated participants entitled to future benefits .....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) .....<br><b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested..... | <b>6a(1)</b>                               | 263 |
|   | <b>6a(2)</b>                               | 267 |
|   | <b>6b</b>                                  |     |
|   | <b>6c</b>                                  | 33  |
|   | <b>6d</b>                                  | 300 |
|   | <b>6e</b>                                  |     |
|   | <b>6f</b>                                  | 300 |
|   | <b>6g(1)</b>                               | 155 |
| <b>6g(2)</b>  | 173  |     |
| <b>6h</b>   | 3  |     |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....  | <b>7</b>                                   |     |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
2E 2G 2J 2K 2T 3D

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

|   |   |
|---|---|
| <b>9a</b> Plan funding arrangement (check all that apply)               | <b>9b</b> Plan benefit arrangement (check all that apply)               |
| (1) <input type="checkbox"/> Insurance                                  | (1) <input type="checkbox"/> Insurance                                  |
| (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts | (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts |
| (3) <input checked="" type="checkbox"/> Trust                           | (3) <input checked="" type="checkbox"/> Trust                           |
| (4) <input type="checkbox"/> General assets of the sponsor              | (4) <input type="checkbox"/> General assets of the sponsor              |

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

**a Pension Schedules**

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

**b General Schedules**

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

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

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

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

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

**11c** Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

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

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

|  |   |     |
|--|---|-----|
| <b>A</b> Name of plan<br>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(K) PLAN                             | <b>B</b> Three-digit plan number (PN) ▶                     | 001 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES | <b>D</b> Employer Identification Number (EIN)<br>11-2393206 |     |

**Part I Service Provider Information (see instructions)**

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

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

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

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

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

CAPITAL RESEARCH AND MANAGEMENT CO.

95-6817943

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

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

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

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

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

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

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

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

CAPITAL GROUP RETIRMT PLAN SERVICES

6455 IRVINE CENTER DRIVE  
IRVINE, CA 92618

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 64                     | RECORDKEEPER  | 21078  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>  | 0   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

UNITED BENEFIT PENSIONS INC.

175 BROADHOLLOW ROAD  
SUITE 160  
MELVILLE, NY 11747

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 13                     | CONTRACT ADMIN  | 2925   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>  | 0   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

WELLS FARGO ADVISORS LLC

401 S. TRYON ST. 11TH FLOOR  
D1050-111  
CHARLOTTE, NC 28081

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | (h)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 27                     | INVESTMENT ADVISOR  | 43513  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>  | 0   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

**Part I Service Provider Information (continued)**

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

|  |   |  |
|--|---|--|
| <b>(a)</b> Enter service provider name as it appears on line 2             | <b>(b)</b> Service Codes<br>(see instructions)  | <b>(c)</b> Enter amount of indirect compensation |
|  |   |  |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation | <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |  |
|  |   |  |
| <b>(a)</b> Enter service provider name as it appears on line 2             | <b>(b)</b> Service Codes<br>(see instructions)  | <b>(c)</b> Enter amount of indirect compensation |
|  |   |  |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation | <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |  |
|  |   |  |
| <b>(a)</b> Enter service provider name as it appears on line 2             | <b>(b)</b> Service Codes<br>(see instructions)  | <b>(c)</b> Enter amount of indirect compensation |
|  |   |  |
| <b>(d)</b> Enter name and EIN (address) of source of indirect compensation | <b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |  |
|  |   |  |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |

Explanation:

|   |  |  |
|---|--|--|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>▶ File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><hr/> <b>2024</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---|--|--|

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

|  |  |            |
|--|--|------------|
| <b>A</b> Name of plan<br><u>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES 401(K) PLAN</u>                                    | <b>B</b> Three-digit plan number (PN)                              | <u>001</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES</u> | <b>D</b> Employer Identification Number (EIN)<br><u>11-2393206</u> |            |

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

|   |   |   |
|---|---|---|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>RELIANCE METLIFE SERIES 25053 CL 0</u> |   |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>METLIFE STABLE VALUE</u>               |   |
| <b>c</b> EIN-PN <u>58-1428634-013</u>             | <b>d</b> Entity code <u>C</u>             | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>586878</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    |   |   |
| <b>b</b> Name of sponsor of entity listed in (a): |   |   |
| <b>c</b> EIN-PN                                   | <b>d</b> Entity code                      | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    |   |   |
| <b>b</b> Name of sponsor of entity listed in (a): |   |   |
| <b>c</b> EIN-PN                                   | <b>d</b> Entity code                      | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    |   |   |
| <b>b</b> Name of sponsor of entity listed in (a): |   |   |
| <b>c</b> EIN-PN                                   | <b>d</b> Entity code                      | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    |   |   |
| <b>b</b> Name of sponsor of entity listed in (a): |   |   |
| <b>c</b> EIN-PN                                   | <b>d</b> Entity code                      | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    |   |   |
| <b>b</b> Name of sponsor of entity listed in (a): |   |   |
| <b>c</b> EIN-PN                                   | <b>d</b> Entity code                      | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)               |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    |   |   |
| <b>b</b> Name of sponsor of entity listed in (a): |   |   |
| <b>c</b> EIN-PN                                   | <b>d</b> Entity code                      | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)               |

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

**c** EIN-PN

**d** Entity code

**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)



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

|   |  |
|---|--|
| For calendar plan year 2024 or fiscal plan year beginning <b>01/01/2024</b> and ending <b>12/31/2024</b>                            |  |
| <b>A</b> Name of plan<br><b>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES 401(K) PLAN</b>                             | <b>B</b> Three-digit plan number (PN) ▶ <b>001</b>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES</b> | <b>D</b> Employer Identification Number (EIN)<br><b>11-2393206</b> |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

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

|   | (a) Beginning of Year | (b) End of Year        |
|---|-----------------------|------------------------|
| <b>Assets</b>   |                       |                        |
| <b>a</b> Total noninterest-bearing cash .....   | <b>1a</b>             |                        |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                       |                        |
| <b>(1)</b> Employer contributions .....   | <b>1b(1)</b>          |                        |
| <b>(2)</b> Participant contributions .....  | <b>1b(2)</b>          |                        |
| <b>(3)</b> Other .....  | <b>1b(3)</b>          |                        |
| <b>c</b> General investments:   |                       |                        |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>          | 46109                  |
| <b>(2)</b> U.S. Government securities .....   | <b>1c(2)</b>          |                        |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                       |                        |
| <b>(A)</b> Preferred .....  | <b>1c(3)(A)</b>       |                        |
| <b>(B)</b> All other .....  | <b>1c(3)(B)</b>       |                        |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                       |                        |
| <b>(A)</b> Preferred .....  | <b>1c(4)(A)</b>       |                        |
| <b>(B)</b> Common .....   | <b>1c(4)(B)</b>       |                        |
| <b>(5)</b> Partnership/joint venture interests .....  | <b>1c(5)</b>          |                        |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>          |                        |
| <b>(7)</b> Loans (other than to participants) .....   | <b>1c(7)</b>          |                        |
| <b>(8)</b> Participant loans .....  | <b>1c(8)</b>          | 36141      135660      |
| <b>(9)</b> Value of interest in common/collective trusts .....                                    | <b>1c(9)</b>          | 551965      586878     |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                   | <b>1c(10)</b>         |                        |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>         |                        |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>         |                        |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....       | <b>1c(13)</b>         | 13547453      15629607 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>         |                        |
| <b>(15)</b> Other.....  | <b>1c(15)</b>         |                        |

| <b>1d</b> Employer-related investments:                                  |              | (a) Beginning of Year | (b) End of Year |
|--|--------------|-----------------------|-----------------|
| (1) Employer securities.....   | <b>1d(1)</b> |                       |                 |
| (2) Employer real property.....  | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation.....        | <b>1e</b>    | 0                     |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e).....      | <b>1f</b>    | 14135559              | 16398254        |
| <b>Liabilities</b>   |              |                       |                 |
| <b>g</b> Benefit claims payable.....                                     | <b>1g</b>    | 0                     | 0               |
| <b>h</b> Operating payables.....   | <b>1h</b>    |                       |                 |
| <b>i</b> Acquisition indebtedness.....                                   | <b>1i</b>    |                       |                 |
| <b>j</b> Other liabilities.....  | <b>1j</b>    |                       | 58519           |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j)..... | <b>1k</b>    | 0                     | 58519           |
| <b>Net Assets</b>  |              |                       |                 |
| <b>l</b> Net assets (subtract line 1k from line 1f).....                 | <b>1l</b>    | 14135559              | 16339735        |

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

| <b>Income</b>  |                 | (a) Amount | (b) Total |
|--|-----------------|------------|-----------|
| <b>a Contributions:</b>  |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers.....   | <b>2a(1)(A)</b> | 281352     |           |
| <b>(B)</b> Participants.....   | <b>2a(1)(B)</b> | 1216150    |           |
| <b>(C)</b> Others (including rollovers).....   | <b>2a(1)(C)</b> | 20149      |           |
| (2) Noncash contributions.....   | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 1517651   |
| <b>b Earnings on investments:</b>  |                 |            |           |
| <b>(1) Interest:</b>   |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....        | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities.....   | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments.....   | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants).....   | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans.....  | <b>2b(1)(E)</b> | 9300       |           |
| <b>(F)</b> Other.....  | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 9300      |
| <b>(2) Dividends:</b>  |                 |            |           |
| <b>(A)</b> Preferred stock.....  | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock.....   | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds).....                                   | <b>2b(2)(C)</b> | 735811     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 735811    |
| <b>(3)</b> Rents.....  | <b>2b(3)</b>    |            |           |
| <b>(4) Net gain (loss) on sale of assets:</b>  |                 |            |           |
| <b>(A)</b> Aggregate proceeds.....   | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions).....   | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result.....                   | <b>2b(4)(C)</b> |            |           |
| <b>(5) Unrealized appreciation (depreciation) of assets:</b>   |                 |            |           |
| <b>(A)</b> Real estate.....  | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other.....  | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|   |               | (a) Amount | (b) Total |
|---|---------------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | <b>2b(6)</b>  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | <b>2b(7)</b>  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | <b>2b(8)</b>  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | <b>2b(9)</b>  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | <b>2b(10)</b> |            | 924064    |
| <b>c</b> Other income .....   | <b>2c</b>     |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....         | <b>2d</b>     |            | 3186826   |

**Expenses**

|  |               |        |        |
|--|---------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |               |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers.....             | <b>2e(1)</b>  | 918809 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b>  |        |        |
| (3) Other.....   | <b>2e(3)</b>  |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b>  |        | 918809 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>     |        |        |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>     |        |        |
| <b>h</b> Interest expense.....   | <b>2h</b>     |        |        |
| <b>i</b> Administrative expenses:  |               |        |        |
| (1) Salaries and allowances .....  | <b>2i(1)</b>  |        |        |
| (2) Contract administrator fees .....  | <b>2i(2)</b>  | 2925   |        |
| (3) Recordkeeping fees .....   | <b>2i(3)</b>  | 21078  |        |
| (4) IQPA audit fees .....  | <b>2i(4)</b>  |        |        |
| (5) Investment advisory and investment management fees .....                               | <b>2i(5)</b>  | 39838  |        |
| (6) Bank or trust company trustee/custodial fees .....                                     | <b>2i(6)</b>  |        |        |
| (7) Actuarial fees .....   | <b>2i(7)</b>  |        |        |
| (8) Legal fees .....   | <b>2i(8)</b>  |        |        |
| (9) Valuation/appraisal fees .....   | <b>2i(9)</b>  |        |        |
| (10) Other trustee fees and expenses .....   | <b>2i(10)</b> |        |        |
| (11) Other expenses.....   | <b>2i(11)</b> |        |        |
| (12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....       | <b>2i(12)</b> |        | 63841  |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>     |        | 982650 |

**Net Income and Reconciliation**

|   |              |  |         |
|---|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 2204176 |
| <b>l</b> Transfers of assets:   |              |  |         |
| (1) To this plan.....   | <b>2l(1)</b> |  |         |
| (2) From this plan .....  | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

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

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

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

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

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

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

(1) Name: **MACIAS, GINI & O'CONNELL LLP**

(2) EIN: **68-0300457**

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

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

**Part IV Compliance Questions**

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

During the plan year:

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

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

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

| <b>5b(1)</b> Name of plan(s) | <b>5b(2)</b> EIN(s) | <b>5b(3)</b> PN(s) |
|------------------------------|---------------------|--------------------|
|                              |                     |                    |
|                              |                     |                    |
|                              |                     |                    |
|                              |                     |                    |

**5c** Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) .....  Yes  No  Not determined  
 If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year \_\_\_\_\_.

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

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

|   |  |            |
|---|--|------------|
| <b>A</b> Name of plan<br><u>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES 401(K) PLAN</u>                             | <b>B</b> Three-digit plan number (PN) ▶                            | <u>001</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>UDELL JEWELERS, INC. D/B/A LONDON JEWELERS &amp; AFFILIATES</u> | <b>D</b> Employer Identification Number (EIN)<br><u>11-2393206</u> |            |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

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

|   |  |
|---|--|
| 1 |  |
|---|--|

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  
 EIN(s): 95-6817943

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

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

|   |  |
|---|--|
| 3 |  |
|---|--|

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

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

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

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

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

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

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

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

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

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

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

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

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

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

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

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

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

|   |            |  |
|---|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

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

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

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

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

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

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

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

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

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

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

**Part VII IRS Compliance Questions**

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

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

**22** If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q703807A.

**UDELL JEWELERS, INC. D/B/A  
LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Financial Statements and  
Independent Auditor's Report

As of December 31, 2024 and 2023 and  
For the Year Ended December 31, 2024

Supplemental Schedule as of December 31, 2024

**UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**  
As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

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Note: All other schedules required by Section 2520.103-10 of the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

## Independent Auditor's Report

To the Plan Administrator, Trustees and Participants  
Udell Jewelers, Inc. d/b/a London Jewelers & Affiliates 401(k) Plan  
Glen Cove, New York

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2024 and 2023, and for the year ended December 31, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

### Opinion

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

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

## **Basis for Opinion**

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

## **Responsibilities of Management for the Financial Statements**

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

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

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

## **Auditor’s Responsibilities for the Audit of the Financial Statements**

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

In performing an audit in accordance with GAAS, we:

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

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

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

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

### **Other Matter - Supplemental Schedule Required by ERISA**

The supplemental schedule of Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2024, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

*Macias Gini & O'Connell LLP*

Melville, New York

October 9, 2025

**UDELL JEWELERS INC., D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Statements of Net Assets Available for Benefits

As of December 31, 2024 and 2023

|                                    | <u>2024</u>          | <u>2023</u>          |
|------------------------------------|----------------------|----------------------|
| Assets:                            |                      |                      |
| Investments at fair value          | \$ 16,262,594        | \$ 14,099,418        |
| Notes receivable from participants | <u>135,660</u>       | <u>36,141</u>        |
| Total assets                       | <u>16,398,254</u>    | <u>14,135,559</u>    |
| Liabilities:                       |                      |                      |
| Employee contributions payable     | 47,521               | -                    |
| Employer contributions payable     | <u>10,998</u>        | <u>-</u>             |
| Total liabilities                  | <u>58,519</u>        | <u>-</u>             |
| Net assets available for benefits  | <u>\$ 16,339,735</u> | <u>\$ 14,135,559</u> |

See notes to financial statements.

**UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Statement of Changes in Net Assets Available for Benefits

For the Year Ended December 31, 2024

Additions to net assets attributed to:

Investment income:

|  |                |
|--|----------------|
| Net appreciation in the fair value investments | \$ 924,064     |
| Interest and dividends                         | <u>735,811</u> |

Total investment income 1,659,875

Interest income on notes receivable from participants 9,300

Contributions:

|                              |               |
|------------------------------|---------------|
| Participant salary deferrals | 1,216,150     |
| Employer                     | 281,352       |
| Participant rollovers        | <u>20,149</u> |

Total contributions 1,517,651

Total additions 3,186,826

Deductions from net assets attributed to:

|                               |               |
|-------------------------------|---------------|
| Benefits paid to participants | 918,809       |
| Administrative expenses       | <u>63,841</u> |

Total deductions 982,650

Net increase in net assets available for benefits 2,204,176

Net assets available for benefits:

Beginning of year 14,135,559

End of year \$ 16,339,735

See notes to financial statements.

## **UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

### Notes to Financial Statements

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

#### **NOTE 1 – DESCRIPTION OF THE PLAN**

The following description of the Udell Jewelers, Inc. d/b/a London Jewelers & Affiliates 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

##### **General**

The Plan, established on January 1, 1996, is a participant-directed defined contribution plan covering all employees of Udell Jewelers, Inc. d/b/a London Jewelers & Affiliates (the “Company”, “Employer” or “Plan Sponsor”) who have completed at least three consecutive months of service and have reached 21 years of age, except for members of a collective bargaining unit and non-resident aliens. Assets of the Plan are held by a trust established under the Plan with Capital Bank and Trust Company (the “Trustee”) and managed by American Funds, an affiliate of the Trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

##### **Plan Administration**

The Company is the administrator of the Plan and, as such, carries out the duties imposed by ERISA. The Company has appointed the Administrative Committee to oversee the operation and administration of the Plan. Capital Bank and Trust Company serves as the Plan’s directed trustee and asset custodian. Capital Bank and Trust Company provides record-keeping services and manages participant accounts and participant-related transactions.

##### **Contributions**

Each year, participants may contribute to the Plan, on a pre-tax basis up to 100% of compensation, with dollar limits established by the Internal Revenue Code (“IRC”). Such contributions are excluded from the participant’s Federal taxable income until received as a withdrawal or distribution from the Plan. Participants may also elect to contribute to the “after tax” Roth 401(k) Deferral Contribution. Except, with respect to the application of income taxes to Roth Deferral Contributions, Roth Deferral Contributions are subject to the same rules applicable to “pre-tax” deferral contributions, as described above. Participants may also contribute amounts representing distributions from other qualified plans (rollovers). During 2024, the maximum annual 401(k) pre-tax contribution limit was \$23,000, and the maximum annual catch-up contribution for participants aged 50 and older was \$7,500. For 2024, discretionary employer matching contributions totaled \$292,350, which includes \$13,063 of forfeitures. In addition, the Company may make safe harbor contributions to the Plan called Qualified Non-Elective Employer Contributions (“QNECs”) to ensure compliance with ERISA requirements. There were no such contributions made for 2024.

##### **Participant Accounts**

Each participant’s account is credited or charged with the participant’s contribution and allocations of (i) employer’s 401(k) matching contributions and (ii) the participant’s share of earnings or losses on contributions and administrative expenses. Each participant directs all amounts credited into their account into one or more of the investment options available under the Plan. Accordingly, as a participant-directed plan, each participant’s investments determine their share of earnings or losses. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

**UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

**NOTE 1 – DESCRIPTION OF THE PLAN (Continued)**

**Vesting**

Participants are immediately vested in their contributions and rollovers plus actual earnings thereon. Vesting in employer's matching and profit sharing contributions plus actual earnings thereon is based on years of continuous service. A participant is 100% vested in employer matching and profit sharing contributions and earnings thereon after four years of credited service.

| <u>Years of Service</u> | <u>Vesting %</u> |
|-------------------------|------------------|
| Less than 2             | 0.00             |
| 2                       | 33.33            |
| 3                       | 66.67            |
| 4 or more               | 100.00           |

**Investment Options**

Participants direct the investment of their contributions in 1% increments, into various investment options offered by the Plan. Participants may change their contribution investment options daily and may transfer part or all of past investments to other investment options daily. Participants may also elect to change their percentage daily.

**Notes Receivable from Participants**

Participants may borrow from their vested fund account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of the vested interest of the participant in the Plan. A participant may have no more than two loans outstanding at any time. All loans are required to be repaid within five (5) years from the date of the loan or up to thirty (30) years for the purchase of a principal residence. The loans are secured by the balance in the participant's account and, unless otherwise determined by the Plan Administrator, bear interest at a fixed rate using the prevailing prime rate (7.50% and 8.50% as of December 31, 2024 and 2023, respectively) at the time the loan is issued plus 1%. Principal and interest are paid ratably through bi-weekly payroll deductions. Interest rates range from 4.25% to 9.50% and mature at various dates through December 2029.

**Contribution Payable**

As of December 31, 2024, the Company had accrued contributions totaling \$58,519. The Company remitted contributions during the plan year ended December 31, 2024, which related to the plan year ending December 31, 2025. The payable is recorded as an employee and employer contributions payable in the accompanying financial statements.

**Hardship and In-Service Withdrawals**

The Plan Administrator may authorize a lump-sum distribution of up to 100% of the participant's vested interest (excluding any investment earnings) but not to exceed the amount necessary to meet the financial need created by the hardship provided the participant submits positive evidence of an immediate and heavy financial need as defined in the Plan. In-service distributions of the participant's vested interest are available for any reason upon attaining age 59½.

## **UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

### **NOTE 1 – DESCRIPTION OF THE PLAN (Continued)**

#### **Deemed Distributions**

When a participant fails to make loan repayments under the terms of the loan agreement, the loan is considered to be in default. Deemed distributions on defaulted loans are recorded in the calendar quarter following the calendar quarter during which the loan was defaulted. There were no deemed distributions in benefits paid to participants for the year ended December 31, 2024.

#### **Benefit Payments**

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to his or her account balance, or annual installments. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. As of December 31, 2024 and 2023, all employees who elected to withdraw from the Plan had been paid.

#### **Forfeited Accounts**

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. However, if the participant is re-employed and fulfills certain requirements as defined by the Plan, the participant's account will be reinstated. Unused forfeitures may be used to reduce administrative costs of the Plan. Any remaining amounts may then be used to reduce future employer matching contributions. During the year ended December 31, 2024, there were \$13,063 forfeitures used for employer contributions.

#### **Expenses of the Plan**

Certain administrative functions are performed by officers or employees of the Plan Sponsor. No such officer or employee receives compensation from the Plan. Substantially all administrative expenses are paid by the Plan Sponsor. The Plan Sponsor is under no obligation to pay such expenses.

#### **SECURE Act 2.0 Provisions**

In December 2022, the Securing a Strong Retirement Act of 2022 (“SECURE Act 2.0”) was enacted, introducing a broad array of mandatory and optional provisions. These changes are intended to enhance retirement savings opportunities, simplify plan administration, and improve participant outcomes. Participants are encouraged to review the updated Summary Plan Description and contact the Plan Administrator with any questions regarding how these changes may affect their benefits. Plan management continues to evaluate key SECURE Act 2.0 provisions and assess implementation of applicable optional and mandatory requirements. No provisions of the Act materially impacted the Plan's financial position, changes in net assets available for benefits, or related disclosures as of or for the year ended December 31, 2024.

### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Basis of Accounting**

The financial statements of the Plan are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”).

## **UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### **Use of Estimates**

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

#### **Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2024 or 2023, as the notes are collateralized by the participant's account balance.

#### **Payment of Benefits**

Benefits are recorded when paid.

#### **Investment Valuation and Income Recognition**

All Plan investments are held by the Trustee. The Plan's investments are stated at fair value. Shares of mutual funds are valued at quoted market prices, which represent the net asset value ("NAV") of shares held by the Plan at year end.

The common collective trusts ("CCT") funds are comprised of units that are not publicly traded. The underlying assets in these funds are valued where applicable on exchanges and price quotes for the assets held by the funds when readily available. When current market prices or quotations are not available, valuations are determined using valuation models adopted by the Trustee or other inputs principally from or corroborated by observable market data. The CCT funds are valued at their NAV on the last day of the calendar year of the period; as a result, these investments are not classified within the fair value hierarchy.

As of December 31, 2024 and 2023, the Plan had investments in the Reliance Trust Stable Value Fund (Reliance MetLife Series 25053). The fair value of these CCTs is based on NAV, as reported by the manager of the collective trust funds, Reliance Trust Company, and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date. At December 31, 2024 and 2023, the CCTs invest entirely in the MetLife Group Annuity Contract 25053, which consist of separately managed investment portfolios in fixed income securities, and also enters into wrapper contracts, which are issued by third parties and are designed to allow the Fund to maintain a constant NAV. The CCTs provide for daily redemptions by the Plan at reported NAV, with no advance notice requirements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents, in the statement of changes in net assets available for benefits, the net appreciation or decline in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation or decline on those investments. Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as components of net appreciation or decline in fair market value of investments for such investments.

## UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Risks and Uncertainties

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

#### Subsequent Events

The Plan has evaluated subsequent events for recognition or disclosure through the date these financial statements were available for issuance, October 9, 2025.

### NOTE 3 – INFORMATION CERTIFIED BY THE TRUSTEE

The Plan Administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor ("DOL")'s Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Capital Bank and Trust Company, the Trustee of the Plan, has certified to the completeness and accuracy of:

- Investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2024 and 2023;
- Net appreciation in the fair value of the investments, interest and dividends and interest income on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits for the year ended December 31, 2024; and
- Investments reflected on the schedule of assets (held at end of year) as of December 31, 2024.

### NOTE 4 – FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board ("FASB") established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

**UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

**NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)**

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

Investments that use the practical expedient are not classified within the fair value hierarchy.

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

*Money market funds and mutual funds:* Valued at the daily closing prices as reported by the Fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

*Common collective trust:* Valued by the issuer of the common/collective trust funds based on the NAV of its underlying investments, which approximates fair value. The underlying investments are valued by the issuer using quoted market prices on active markets and provide for daily redemptions with one or two days' notice.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2024 and 2023:

|                           |                      |                      |
|---------------------------|----------------------|----------------------|
| As of December 31, 2024:  | <u>Level 1</u>       | <u>Total</u>         |
| Money market fund         | \$ 46,109            | \$ 46,109            |
| Mutual funds              | <u>15,629,607</u>    | <u>15,629,607</u>    |
| Investments at fair value | <u>\$ 15,675,716</u> | <u>\$ 15,675,716</u> |
| As of December 31, 2023:  | <u>Level 1</u>       | <u>Total</u>         |
| Money market fund         | \$ 43,980            | \$ 43,980            |
| Mutual funds              | <u>13,503,473</u>    | <u>13,503,473</u>    |
| Investments at fair value | <u>\$ 13,547,453</u> | <u>\$ 13,547,453</u> |

**UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

**NOTE 4 – FAIR VALUE MEASUREMENTS (Continued)**

The following table sets forth additional disclosures for the fair value measurements of investments in certain entities that calculate NAV per share (or is equivalent):

| As of December 31, 2024:    | <u>Fair Value</u> | <u>Redemption<br/>Frequency</u> | <u>Redemption<br/>Notice Period</u> |
|-----------------------------|-------------------|---------------------------------|-------------------------------------|
| Investment type:            |                   |                                 |                                     |
| Common collective trust (1) | <u>\$ 586,878</u> | Daily                           | Daily                               |
| As of December 31, 2023:    | <u>Fair Value</u> | <u>Redemption<br/>Frequency</u> | <u>Redemption<br/>Notice Period</u> |
| Investment type:            |                   |                                 |                                     |
| Common collective trust (1) | <u>\$ 551,965</u> | Daily                           | Daily                               |

(1) In accordance with FASB Accounting Standards Codification (“ASC”) Subtopic 820-10 “Fair Value Measurements,” certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented on the statements of net assets available for benefits.

**NOTE 5 - STABLE VALUE FUND**

As of December 31, 2024, the common collective trust held by the Plan included the MetLife Stable Value Fund Series 25053 that contains wrapper contracts comprised of both underlying investments and contractual components.

Participant-initiated transactions in the Stable Value Fund Series 25053 are those transactions allowed by the Plan, including withdrawals for benefits, loans or transfers to noncompeting funds within a plan, but excluding withdrawals that are deemed to be caused by the actions of the Plan Sponsor. Certain events limit the ability of the Plan to transact at NAV with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan’s prohibition on competing investment options, (3) bankruptcy of the Plan or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events which would limit the Plan’s ability to transact at contract value with participants are probable of occurring. At December 31, 2024, the contract value of this investment and the fair value were the same.

**NOTE 6 – EXEMPT PARTY-IN-INTEREST**

At December 31, 2024, certain Plan investments were managed by American Funds, affiliate of Capital Bank & Trust Company and therefore, these transactions qualify as party-in-interest transactions. There were \$21,078 of administrative fees paid by the Plan to the Trustee for the year ended December 31, 2024. Notes receivable from participants also qualify as party-in-interest transactions.

**UDELL JEWELERS, INC. D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Notes to Financial Statements (Continued)

As of December 31, 2024 and 2023 and for the Year Ended December 31, 2024

**NOTE 7 – PLAN TERMINATION**

Although it has not expressed any intention to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA.

**NOTE 8 – TAX STATUS**

The Company adopted a Non-Standardized Pre-Approved Profit-Sharing Plan with Cash or Deferred Arrangement (“CODA”) Plan sponsored by United Benefit Pensions Inc. which received an opinion letter from the Internal Revenue Service, dated June 30, 2020, as to the Plan’s qualified status. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable provisions of the IRC, and accordingly no provision for income taxes has been included in the Plan’s financial statements.

U.S. GAAP requires plan management to evaluate tax positions by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the DOL. The Plan’s management does not believe that there are uncertain tax positions.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2021.

**UDELL JEWELERS INC., D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2024

| (a) | (b)<br>Identity of Issuer, Borrower,<br>Lessor, or Similar Party | (c)<br>Description of Investment, Including<br>Maturity Date, Rate of Interest,<br>Collateral, Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|--|--|-------------|-------------------------|
|     | Money Market Fund:   |  |             |                         |
| *   | American Funds   | American Funds US Govt Money Market R6 (1RAFXX)  | ** \$       | 46,109                  |
|     | Mutual Funds:  |  |             |                         |
| *   | American Funds   | American Funds 2010 Target Date Fund R6 (1RFTTX)   | **          | 53,059                  |
| *   | American Funds   | American Funds 2015 Target Date Fund R6 (1RFJTX)   | **          | 2,444,780               |
| *   | American Funds   | American Funds 2020 Target Date Fund R6 (1RRCTX)   | **          | 2,029,589               |
| *   | American Funds   | American Funds 2025 Target Date Fund R6 (1RFDTX)   | **          | 2,956,042               |
| *   | American Funds   | American Funds 2030 Target Date Fund R6 (1RFETX)   | **          | 1,332,827               |
| *   | American Funds   | American Funds 2035 Target Date Fund R6 (1RFFTX)   | **          | 854,564                 |
| *   | American Funds   | American Funds 2040 Target Date Fund R6 (1RFGTX)   | **          | 284,000                 |
| *   | American Funds   | American Funds 2045 Target Date Fund R6 (1RFHTX)   | **          | 1,663,819               |
| *   | American Funds   | American Funds 2050 Target Date Fund R6 (1RFITX)   | **          | 1,292,351               |
| *   | American Funds   | American Funds 2055 Target Date Fund R6 (1RFKTX)   | **          | 934,494                 |
| *   | American Funds   | American Funds 2060 Target Date Fund R6 (1RFUTX)   | **          | 147,889                 |
| *   | American Funds   | American Funds 2065 Target Date Fund R6 (1RFVTX)   | **          | 23,279                  |
| *   | American Funds   | American Funds Invmt Co of America R6 (1RICGX)   | **          | 72,193                  |
| *   | American Funds   | American Funds New World R6 (1RNWGX)   | **          | 47,863                  |
| *   | American Funds   | American Funds Washington Mutual R6 (1RWMGX)   | **          | 196,301                 |
| *   | American Funds   | American Funds Interm Bd Fd of Amer R6 (1RBOGX)  | **          | 9,055                   |
| *   | American Funds   | American Funds US Government Sec R6 (1RGVGX)   | **          | 16                      |
| *   | American Funds   | American Funds Amcap R6 (1RAFGX)   | **          | 116,722                 |
| *   | American Funds   | American Funds EuroPacific GR R6 (1RERGX)  | **          | 19,936                  |
| *   | American Funds   | American Funds Bond Fund of Amer R6 (1RFBGX)   | **          | 39,304                  |
| *   | American Funds   | American Funds 2065 Target Date Fund R6 (1VINEX)   | **          | 163                     |
| *   | American Funds   | American Funds 2070 Target Date Fund R6 R6 (1RFBFX)  | **          | 1,446                   |
|     | Columbia   | Columbia Large Cap Growth Instl 2 (1CLWFX)   | **          | 24,669                  |
|     | Columbia   | Columbia Mid Cap Growth Instl 2 (1CMGVX)   | **          | 57,738                  |
|     | Franklin   | Franklin Utilities R6 (1FUFRX)   | **          | 39,727                  |
|     | Hartford   | Hartford Growth Opportunities R6 (1HGOVX)  | **          | 67,722                  |
|     | Janus  | Janus Henderson Triton N (1JGMNX)  | **          | 72,231                  |
|     | Lord Abbett  | Lord Abbett Growth Opportunities R6 (1LGOVX)   | **          | 57,964                  |
|     | MFS  | MFS Aggressive Growth Allocation R4 (1MAALX)   | **          | 150,556                 |
|     | MFS  | MFS Conservative Allocation R4 (1MACJX)  | **          | 106,645                 |
|     | MFS  | MFS Moderate Allocation R4 (1MAMJX)  | **          | 56,146                  |
|     | T Rowe Price   | T. Rowe Price Blue Chip Growth I (1TBCIX)  | **          | 189,085                 |
|     | Goldman Sachs  | Goldman Sachs Intl Eq Insights Instl (1GCIIX)  | **          | 62,349                  |
|     | Vanguard   | Vanguard Mid-Cap Value Index Admiral (1VMVAX)  | **          | 3,425                   |
|     | Invesco  | Invesco Oppenheimer Int'l Growth R6 (1OIGIX)   | **          | 7,415                   |
|     | Vanguard   | Vanguard 500 Index Fund - Admiral (1VFIAX)   | **          | 152,884                 |
|     | PIMCO  | PIMCO Real Return Instl (1PRRIX)   | **          | 22,758                  |
|     | BlackRock  | BlackRock High Yield Bond Portfolio K (1BRHYX)   | **          | 38,601                  |
|     | Common Collective Trust:   |  |             |                         |
|     | Reliance   | Reliance Metlife Series 25053 CL 0 (1METS3)  | **          | 586,878                 |
|     |  | Total investments  |             | 16,262,594              |
| *   | Participant loans  | Interest rates ranging from 4.25% to 9.50%,<br>maturing through December 2029  | \$-0-       | \$ 135,660              |

\* A party-in-interest, as defined by ERISA.

\*\* Cost information is not required for participant-directed investments, and, therefore, is not included.

**UDELL JEWELERS INC., D/B/A LONDON JEWELERS & AFFILIATES 401(k) PLAN**

Form 5500, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)

As of December 31, 2024

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