

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

- A This return/report is for: [] a multiemployer plan [] a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) [x] a single-employer plan [] a DFE (specify) ____
B This return/report is: [] the first return/report [] the final return/report [] an amended return/report [] a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. []
D Check box if filing under: [x] Form 5558 [] automatic extension [] the DFVC program [] special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. []

Part II Basic Plan Information—enter all requested information

1a Name of plan: BRILLIO 401(K) PLAN
1b Three-digit plan number (PN): 001
1c Effective date of plan: 01/01/2016
2a Plan sponsor's name (employer, if for a single-employer plan): BRILLIO, LLC
2b Employer Identification Number (EIN): 20-1821766
2c Plan Sponsor's telephone number: 646-525-0497
2d Business code (see instructions): 541600

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.

Table with 4 columns: SIGN HERE, Signature of plan administrator, Date, Enter name of individual signing as plan administrator. Includes rows for employer/plan sponsor and DFE.

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2024) v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	860
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	649
	6a(2)	653
	6b	1
	6c	231
	6d	885
	6e	0
	6f	885
	6g(1)	579
6g(2)	596	
6h	0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply)	9b 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 0
- (4) **C** (Service Provider Information)
- (5) **D** (DFE/Participating Plan Information)
- (6) **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BRILLIO 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRILLIO, LLC	D Employer Identification Number (EIN) 20-1821766	

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	32654	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)

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	12831	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AF AMER MUTUAL R4 - AMERICAN FUNDS 95-2566717	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN MID CAP VAL - SS&C GLOBAL 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AS SPL SM CP VAL ADM - SS&C GIDS, 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CRM MID CAP VAL INST - ULTIMUS FUN 31-1663251	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CRM MID CAP VAL INV - ULTIMUS FUND 31-1663251	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GLENMEDE LG CAP CORE - STATE STREE 04-0025081	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
J H TRITON T - JANUS HENDERSON SER 151 DETROIT STREET DENVER, CO 80206	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MSIF DISCOVERY A - SS&C GIDS, INC 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OAKMARK EQ & INC INV - SS&C GIDS, 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - SS&C GLOBAL 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan BRILLIO 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BRILLIO, LLC	D Employer Identification Number (EIN) 20-1821766

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	418545	355398
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	500579	554396
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	24124052	31912124
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	0	0
(2) Employer real property.....	1d(2)	0	0
e Buildings and other property used in plan operation.....	1e	0	0
f Total assets (add all amounts in lines 1a through 1e).....	1f	25043176	32821918
Liabilities			
g Benefit claims payable.....	1g	0	0
h Operating payables.....	1h	0	0
i Acquisition indebtedness.....	1i	0	0
j Other liabilities.....	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	25043176	32821918

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	1535026	
(B) Participants.....	2a(1)(B)	5403295	
(C) Others (including rollovers).....	2a(1)(C)	1209066	
(2) Noncash contributions.....	2a(2)	0	8147387
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	20919	71373
(B) U.S. Government securities.....	2b(1)(B)	0	
(C) Corporate debt instruments.....	2b(1)(C)	0	
(D) Loans (other than to participants).....	2b(1)(D)	0	
(E) Participant loans.....	2b(1)(E)	50454	
(F) Other.....	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)	0	1702386
(B) Common stock.....	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)	1702386	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents.....	2b(3)		0
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)	0	0
(B) Other.....	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2408427
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		12329573

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4481491	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4481491
f Corrective distributions (see instructions)	2f		9583
g Certain deemed distributions of participant loans (see instructions)	2g		14272
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Recordkeeping fees	2i(3)	32654	
(4) IQPA audit fees	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	12831	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		45485
j Total expenses. Add all expense amounts in column (b) and enter total	2j		4550831

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7778742
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **YUSUFALI & ASSOCIATES, LLC**

(2) EIN: **47-4123666**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		2000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BRILLIO 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRILLIO, LLC	D Employer Identification Number (EIN) 20-1821766	

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

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

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

1	
----------	--

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
 EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

a Name of contributing employer _____

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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



**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2024, AND 2023**

	2024	2023
ASSETS		
Beginning Balance of Investments at Fair Value	\$25,043,176.00	\$15,605,178.00
Ending Balance of Investments at Fair Value	\$32,821,918.00	\$25,043,176.00



**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2024**

ADDITIONS

Employer Contributions	1,535,026.00
Employee Contributions	5,403,295.00
Rollovers	1,209,066.00
Dividends	1,702,386.00
Interest	20,919.00
Participant Loans	50,454.00
Net appreciation in fair value of Investments	2,408,427.00
Total Additions	\$12,329,573.00

DISTRIBUTIONS

Benefits paid to participants	\$4,481,491.00
Corrective Distributions	9,583.00
Certain Deemed Distributions of Participant Loans	14,272.00
Administrative	45,485.00
Total Deductions	\$4,550,831.00
NET INCREASE IN NET ASSETS	\$7,778,742.00



NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN

The following description of Brillio 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan's summary description for a more complete description of the Plan’s provisions.

General

Brillio, LLC. (the “Sponsor”) established the Plan effective June 30, 2020. The Plan is a defined contribution plan covering substantially all employees of the Sponsor who are 21 years of age or older and are eligible at the start of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 97% of their eligible compensation up to the federal maximum contribution amount as defined by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollover contributions). Participants direct the investment of their contributions into various investment options offered by the Plan.

All Participants who are currently Eligible Employees and are eligible to make Elective Deferrals and/or receive an allocation of Employer Matching Contributions and/or Non-Elective Contributions (including, if applicable, an allocation of forfeitures) pursuant to the election in the Adoption Agreement. For the year ended December 31, 2024, Brillio made matching contributions totaling \$1,535,026.00.

Discretionary matching contributions are declared at the discretion of the Companies' Board of Directors. The discretionary matching contribution is computed based on eligible compensation deferred into the Plan. Brillio did not make discretionary matching contributions to the Plan for the year ended December 31, 2024.



NOTE 1 – DESCRIPTION OF PLAN (Continued)

Discretionary non-elective contributions may be declared at the discretion of the Companies' Board of Directors. The discretionary non-elective contribution amount is determined by the Board of Directors and is allocated to participants' accounts in proportion to their compensation.

Participants must be employed at the end of the Plan year to be eligible to participate in discretionary nonselective contributions. The Companies did not make any discretionary non-elective contributions to the Plan for the year ended December 31, 2024.

Participant Accounts

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

Investment Options and Investment Trustees

The Plan's investment options were managed by Fidelity Management Trust Company, the trustee of the Plan. Upon enrollment in the Plan, participant accounts shall be invested in accordance with the investment directions provided to the Trustee by each participant for allocating his entire Account among the Permissible Investments.

Administrative Expenses

The Companies may absorb some of the expenses related to the operation of the Plan.

Vesting

Participants are vested in their contributions according to the schedule below plus actual earnings thereon. Participants are vested in the Companies' matching contributions plus actual earnings thereon according to the schedule below. Participants are vested in the Companies' discretionary matching and discretionary non-elective contributions plus actual earnings thereon upon reaching age 65, upon death, or upon permanent disability. Termination of employment before any of the above occurs activates the following vesting schedule for the Companies' discretionary non-elective contributions and earnings thereon:



NOTE 1 – DESCRIPTION OF PLAN (Continued)

Completed Years of Service	Vesting Percentage
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Payment of Benefits

Upon termination of service, a participant or their beneficiary may elect to receive an amount equal to the value of the participant’s vested interest in his or her account in a lump-sum amount or as a rollover to a qualified account or may elect to receive installment payments or partial withdrawals.

All fully vested balances are available for distribution after the participant reaches the age of 59½. Hardship withdrawals and in-service withdrawals are allowed.

Forfeited Accounts

Forfeitures are used to pay Plan expenses or to reduce employer contributions. There were no unallocated forfeitures on December 31, 2024, and there were no forfeitures used to reduce employer contributions for the year ended December 31, 2024.

Participant Loans

Participant loans are permitted by the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements of the Plan are prepared using the accrual method of accounting based on accounting principles generally accepted in the United States of America, which requires the plan



administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Net appreciation or depreciation of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation of the fair value of investments represents the net change in the fair value of the investments held during the year. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the year or the cost of the investment if purchased during the year. Purchase 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.

NOTE 3 – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE (UNAUDITED)

The Plan's investment options were managed by Fidelity Management Trust Company, the trustee of the Plan.

The following information included in the accompanying financial statements and supplementary schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee as of December 31, 2024, and 2023.

	2024	2023
Beginning Balance of Investments at Fair Value:	\$25,043,176.00	\$15,605,178.00
Ending Balance of Investments at Fair Value:	\$32,821,918.00	\$25,043,176.00
Interest and dividends	\$1,723,305.00	
Net Investment Gain (loss) in Fair Value of Investments:	\$ 7,778,742.00)	



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

NOTE 4 – FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

- Level 1 consists of unadjusted quoted prices in active markets for identical assets or liabilities and has the highest priority.
- Level 2 consists of inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 consists of significant unobservable inputs for the asset or liability and has the lowest priority.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies	\$32,821,918.00	\$	\$	\$32,821,918.00
Interest Bearing Cash at NAV*				0.00
Total Plan Assets				\$32,821,918.00

NOTE 5 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the investment trustee. Therefore, these transactions qualify as party-in-interest transactions.

NOTE 6 – TAX STATUS AND UNCERTAIN TAX POSITIONS

On June 30, 2020, the Plan adopted a volume submitter form of a prototype plan sponsored by Brillio LLC. The volume submitter plan received an opinion letter from the Internal Revenue Service dated June 30, 2020, as to the volume submitter plan's qualified tax status stating that



the volume submitter plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The volume submitter plan opinion letter has been relied upon by this Plan.

The Plan is required to operate in conformity with the IRC to maintain its qualifications. The plan administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC. The plan administrator is not aware of any events that have occurred that might adversely affect the Plan's qualified status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan follows the accounting guidance for uncertainty in income taxes using the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740, Income Taxes. Based on its evaluation, the Plan has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements.

NOTE 7 – SUBSEQUENT EVENTS

The plan administrator has evaluated events and transactions subsequent to the statements of net assets available for benefits date through the date of the independent auditor's report (the date the financial statements were available to be issued) for potential recognition or disclosure in the financial statements. The plan administrator has not identified any items requiring recognition or disclosure in the financial statements.

Brillio, LLC. 401(K) Plan
December 31st, 2024



Plan: 49607

Brillio 401(k) Plan

Run Date: 03/23/2025

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2024

<u>Fund Name</u>	<u>Share Balance 12/31/2024</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
PIM TOTAL RT INST	64,763.835	\$547,736.75	\$8.48	\$549,197.32
PIMCO TOT RETURN ADM	0.000		\$8.48	\$0.00
MSIF DISCOVERY A	0.000		\$14.59	\$0.00
OAKMARK EQ & INC IS	1,462.649	\$50,058.52	\$35.90	\$52,509.10
PIF SMALL CAP R6	2,605.006	\$70,928.56	\$28.45	\$74,112.42
GLENMEDE LGPCORE IS	72,864.207	\$1,722,092.16	\$20.33	\$1,481,329.33
AS SPL SM CP VAL ADM	0.000		\$40.27	\$0.00
J H TRITON T	0.000		\$26.13	\$0.00
OAKMARK EQ & INC INV	0.000		\$35.95	\$0.00
ARTISAN MID CAP VAL	0.000		\$15.59	\$0.00
CRM MID CAP VAL INV	0.000		\$21.30	\$0.00
MSIF DISCOVERY R6	32,337.177	\$498,736.88	\$22.11	\$714,974.98
CRM MID CAP VAL INST	11,932.640	\$280,768.66	\$22.74	\$271,348.23
AF AMER MUTUAL R6	17,271.650	\$936,445.20	\$55.19	\$953,222.36
AF AMER MUTUAL R4	0.000		\$54.92	\$0.00
J H TRITON N	5,130.652	\$138,171.74	\$27.52	\$141,195.54
PIF SMALL CAP R4	0.000		\$29.41	\$0.00
GLENMEDE LG CAP CORE	0.000		\$20.34	\$0.00
AS SPL SM CAP VAL R6	3,439.208	\$144,962.58	\$40.24	\$138,393.73
ARTISAN MD CP VAL IS	9,437.861	\$145,531.69	\$15.49	\$146,192.47
FID CAPITAL & INCOME	28,876.822	\$280,981.35	\$10.15	\$293,099.74
FIDELITY GOVT INCOME	14,414.571	\$137,973.29	\$8.99	\$129,586.99
FID OVERSEAS	5,675.933	\$333,380.14	\$62.60	\$355,313.41
FID REAL ESTATE INVS	5,736.419	\$237,053.04	\$38.59	\$221,368.41
FID BALANCED	0.000		\$29.56	\$0.00
FID INTL DISCOVERY	0.000		\$47.91	\$0.00
FID WORLDWIDE	8,502.711	\$280,443.14	\$34.80	\$295,894.34
FID EMERGING MKTS	0.000		\$38.08	\$0.00
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FID GOVT MMKT	0.000		\$1.00	\$0.00
FID INTL SM CAP OPP	3,421.991	\$69,632.90	\$19.57	\$66,968.36
FID EMERGING MKTS K	12,601.946	\$470,300.63	\$38.08	\$479,882.10
FID GROWTH DISC K	88,762.964	\$5,359,656.17	\$61.79	\$5,484,663.55
FID INTL DISCOVERY K	6,732.116	\$329,355.43	\$47.70	\$321,121.93
FID FREEDOM 2010 K6	919.003	\$12,451.77	\$13.83	\$12,709.81
FID FREEDOM 2015 K6	1,637.311	\$18,664.23	\$11.34	\$18,567.11
FID FREEDOM 2020 K6	2,421.987	\$34,077.75	\$14.28	\$34,585.97

Brillio, LLC. 401(K) Plan
December 31st, 2024



Plan: 49607

Brillio 401(k) Plan

Run Date: 03/23/2025

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2024

<u>Fund Name</u>	<u>Share Balance 12/31/2024</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
FID FREEDOM 2025 K6	38,741.864	\$514,599.09	\$13.56	\$525,339.68
FID FREEDOM 2030 K6	46,391.848	\$785,518.92	\$17.46	\$810,001.67
FID FREEDOM 2035 K6	131,722.296	\$1,971,260.24	\$15.59	\$2,053,550.59
FID FREEDOM 2040 K6	317,711.064	\$3,505,251.85	\$11.50	\$3,653,677.24
FID FREEDOM 2045 K6	284,063.506	\$3,628,262.12	\$13.41	\$3,809,291.62
FID FREEDOM 2050 K6	326,411.218	\$4,206,768.78	\$13.62	\$4,445,720.79
FID FREEDOM 2055 K6	156,769.736	\$2,336,622.19	\$15.78	\$2,473,826.43
FID FREEDOM 2060 K6	65,465.740	\$907,344.30	\$14.48	\$947,943.92
FID FREEDOM INC K6	9,350.062	\$97,467.60	\$10.53	\$98,456.15
FID FREEDOM INC K	0.000		\$10.54	\$0.00
FID FREEDOM 2010 K	0.000		\$13.92	\$0.00
FID FREEDOM 2015 K	0.000		\$11.40	\$0.00
FID FREEDOM 2020 K	0.000		\$14.36	\$0.00
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FID FREEDOM 2045 K	0.000		\$13.47	\$0.00
FID FREEDOM 2050 K	0.000		\$13.65	\$0.00
FID FREEDOM 2055 K	0.000		\$15.81	\$0.00
FID FREEDOM 2060 K	0.000		\$14.49	\$0.00
FID GOVT MMKT K6	355,398.200	\$355,398.20	\$1.00	\$355,398.20
FID FREEDOM 2065 K	0.000		\$13.22	\$0.00
FID FREEDOM 2065 K6	16,819.065	\$212,074.39	\$13.25	\$222,852.61
FID BALANCED K6	39,801.144	\$592,587.61	\$15.96	\$635,226.26
OUTSTANDING LOAN BALANCE				\$554,395.81

			NET ASSETS 12/31/2024:	\$32,821,918.17
				=====

Assets are presented at fair value with the exception to fully benefit responsive investment contracts which are presented at contract value as in previous years. See Chapter 7 of the Fidelity Auditor's Guide for financial statement presentation and disclosure information.

Brillio, LLC. 401(K) Plan
December 31st, 2024





**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2024, AND 2023**

	2024	2023
ASSETS		
Beginning Balance of Investments at Fair Value	\$25,043,176.00	\$15,605,178.00
Ending Balance of Investments at Fair Value	\$32,821,918.00	\$25,043,176.00



**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2024**

ADDITIONS

Employer Contributions	1,535,026.00
Employee Contributions	5,403,295.00
Rollovers	1,209,066.00
Dividends	1,702,386.00
Interest	20,919.00
Participant Loans	50,454.00
Net appreciation in fair value of Investments	2,408,427.00
Total Additions	\$12,329,573.00

DISTRIBUTIONS

Benefits paid to participants	\$4,481,491.00
Corrective Distributions	9,583.00
Certain Deemed Distributions of Participant Loans	14,272.00
Administrative	45,485.00
Total Deductions	\$4,550,831.00
NET INCREASE IN NET ASSETS	\$7,778,742.00



NOTES TO FINANCIAL STATEMENTS

NOTE 1 – DESCRIPTION OF PLAN

The following description of Brillio 401(k) Plan (the “Plan”) provides only general information. Participants should refer to the Plan's summary description for a more complete description of the Plan’s provisions.

General

Brillio, LLC. (the “Sponsor”) established the Plan effective June 30, 2020. The Plan is a defined contribution plan covering substantially all employees of the Sponsor who are 21 years of age or older and are eligible at the start of employment. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

Each year, participants may contribute up to 97% of their eligible compensation up to the federal maximum contribution amount as defined by the Internal Revenue Service. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (rollover contributions). Participants direct the investment of their contributions into various investment options offered by the Plan.

All Participants who are currently Eligible Employees and are eligible to make Elective Deferrals and/or receive an allocation of Employer Matching Contributions and/or Non-Elective Contributions (including, if applicable, an allocation of forfeitures) pursuant to the election in the Adoption Agreement. For the year ended December 31, 2024, Brillio made matching contributions totaling \$1,535,026.00.

Discretionary matching contributions are declared at the discretion of the Companies' Board of Directors. The discretionary matching contribution is computed based on eligible compensation deferred into the Plan. Brillio did not make discretionary matching contributions to the Plan for the year ended December 31, 2024.



NOTE 1 – DESCRIPTION OF PLAN (Continued)

Discretionary non-elective contributions may be declared at the discretion of the Companies' Board of Directors. The discretionary non-elective contribution amount is determined by the Board of Directors and is allocated to participants' accounts in proportion to their compensation.

Participants must be employed at the end of the Plan year to be eligible to participate in discretionary nonselective contributions. The Companies did not make any discretionary non-elective contributions to the Plan for the year ended December 31, 2024.

Participant Accounts

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

Investment Options and Investment Trustees

The Plan's investment options were managed by Fidelity Management Trust Company, the trustee of the Plan. Upon enrollment in the Plan, participant accounts shall be invested in accordance with the investment directions provided to the Trustee by each participant for allocating his entire Account among the Permissible Investments.

Administrative Expenses

The Companies may absorb some of the expenses related to the operation of the Plan.

Vesting

Participants are vested in their contributions according to the schedule below plus actual earnings thereon. Participants are vested in the Companies' matching contributions plus actual earnings thereon according to the schedule below. Participants are vested in the Companies' discretionary matching and discretionary non-elective contributions plus actual earnings thereon upon reaching age 65, upon death, or upon permanent disability. Termination of employment before any of the above occurs activates the following vesting schedule for the Companies' discretionary non-elective contributions and earnings thereon:



NOTE 1 – DESCRIPTION OF PLAN (Continued)

Completed Years of Service	Vesting Percentage
2 years	20%
3 years	40%
4 years	60%
5 years	80%
6 or more years	100%

Payment of Benefits

Upon termination of service, a participant or their beneficiary may elect to receive an amount equal to the value of the participant’s vested interest in his or her account in a lump-sum amount or as a rollover to a qualified account or may elect to receive installment payments or partial withdrawals.

All fully vested balances are available for distribution after the participant reaches the age of 59½. Hardship withdrawals and in-service withdrawals are allowed.

Forfeited Accounts

Forfeitures are used to pay Plan expenses or to reduce employer contributions. There were no unallocated forfeitures on December 31, 2024, and there were no forfeitures used to reduce employer contributions for the year ended December 31, 2024.

Participant Loans

Participant loans are permitted by the Plan.

Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting and Use of Estimates

The financial statements of the Plan are prepared using the accrual method of accounting based on accounting principles generally accepted in the United States of America, which requires the plan



administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Net appreciation or depreciation of investments included in the accompanying statement of changes in net assets available for benefits includes realized gains or losses from the sale of investments and unrealized appreciation or depreciation in fair value of investments. Net unrealized appreciation or depreciation of the fair value of investments represents the net change in the fair value of the investments held during the year. The net realized gains or losses on the sale of investments represent the difference between the sale proceeds and the fair value of the investment as of the beginning of the year or the cost of the investment if purchased during the year. Purchase 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.

NOTE 3 – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE (UNAUDITED)

The Plan's investment options were managed by Fidelity Management Trust Company, the trustee of the Plan.

The following information included in the accompanying financial statements and supplementary schedule was obtained from data that has been prepared and certified as complete and accurate by the trustee as of December 31, 2024, and 2023.

	2024	2023
Beginning Balance of Investments at Fair Value:	\$25,043,176.00	\$15,605,178.00
Ending Balance of Investments at Fair Value:	\$32,821,918.00	\$25,043,176.00
Interest and dividends	\$1,723,305.00	
Net Investment Gain (loss) in Fair Value of Investments:	\$ 7,778,742.00)	



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

NOTE 4 – FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

- Level 1 consists of unadjusted quoted prices in active markets for identical assets or liabilities and has the highest priority.
- Level 2 consists of inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 consists of significant unobservable inputs for the asset or liability and has the lowest priority.

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

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Registered investment companies	\$32,821,918.00	\$	\$	\$32,821,918.00
Interest Bearing Cash at NAV*				0.00
Total Plan Assets				\$32,821,918.00

NOTE 5 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the investment trustee. Therefore, these transactions qualify as party-in-interest transactions.

NOTE 6 – TAX STATUS AND UNCERTAIN TAX POSITIONS

On June 30, 2020, the Plan adopted a volume submitter form of a prototype plan sponsored by Brillio LLC. The volume submitter plan received an opinion letter from the Internal Revenue Service dated June 30, 2020, as to the volume submitter plan's qualified tax status stating that



the volume submitter plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The volume submitter plan opinion letter has been relied upon by this Plan.

The Plan is required to operate in conformity with the IRC to maintain its qualifications. The plan administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC. The plan administrator is not aware of any events that have occurred that might adversely affect the Plan's qualified status. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan follows the accounting guidance for uncertainty in income taxes using the provisions of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 740, Income Taxes. Based on its evaluation, the Plan has concluded that there are no significant uncertain tax positions requiring recognition in its financial statements.

NOTE 7 – SUBSEQUENT EVENTS

The plan administrator has evaluated events and transactions subsequent to the statements of net assets available for benefits date through the date of the independent auditor's report (the date the financial statements were available to be issued) for potential recognition or disclosure in the financial statements. The plan administrator has not identified any items requiring recognition or disclosure in the financial statements.

Brillio, LLC. 401(K) Plan
December 31st, 2024



Plan: 49607

Brillio 401(k) Plan

Run Date: 03/23/2025

SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2024

<u>Fund Name</u>	<u>Share Balance 12/31/2024</u>	<u>Historical Cost</u>	<u>Price</u>	<u>Total Market Value</u>
PIM TOTAL RT INST	64,763.835	\$547,736.75	\$8.48	\$549,197.32
PIMCO TOT RETURN ADM	0.000		\$8.48	\$0.00
MSIF DISCOVERY A	0.000		\$14.59	\$0.00
OAKMARK EQ & INC IS	1,462.649	\$50,058.52	\$35.90	\$52,509.10
PIF SMALL CAP R6	2,605.006	\$70,928.56	\$28.45	\$74,112.42
GLENMEDE LGPCORE IS	72,864.207	\$1,722,092.16	\$20.33	\$1,481,329.33
AS SPL SM CP VAL ADM	0.000		\$40.27	\$0.00
J H TRITON T	0.000		\$26.13	\$0.00
OAKMARK EQ & INC INV	0.000		\$35.95	\$0.00
ARTISAN MID CAP VAL	0.000		\$15.59	\$0.00
CRM MID CAP VAL INV	0.000		\$21.30	\$0.00
MSIF DISCOVERY R6	32,337.177	\$498,736.88	\$22.11	\$714,974.98
CRM MID CAP VAL INST	11,932.640	\$280,768.66	\$22.74	\$271,348.23
AF AMER MUTUAL R6	17,271.650	\$936,445.20	\$55.19	\$953,222.36
AF AMER MUTUAL R4	0.000		\$54.92	\$0.00
J H TRITON N	5,130.652	\$138,171.74	\$27.52	\$141,195.54
PIF SMALL CAP R4	0.000		\$29.41	\$0.00
GLENMEDE LG CAP CORE	0.000		\$20.34	\$0.00
AS SPL SM CAP VAL R6	3,439.208	\$144,962.58	\$40.24	\$138,393.73
ARTISAN MD CP VAL IS	9,437.861	\$145,531.69	\$15.49	\$146,192.47
FID CAPITAL & INCOME	28,876.822	\$280,981.35	\$10.15	\$293,099.74
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Brillio, LLC. 401(K) Plan
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Plan: 49607

Brillio 401(k) Plan

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SUMMARY OF NET TRUST ASSETS

Total Plan Assets as of 12/31/2024

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Brillio, LLC. 401(K) Plan
December 31st, 2024

