

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

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

a single-employer plan a DFE (specify) _____

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

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

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

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

special extension (enter description)

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

Part II Basic Plan Information—enter all requested information

<p>1a Name of plan <u>KAIZEN DINING GROUP, INC.</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>KAIZEN DINING 401K PLAN & TRUST</u></p> <p><u>1100 E. MAIN ST.</u> <u>ALHAMBRA, CA 91801</u></p>	<p>1c Effective date of plan <u>01/01/2019</u></p> <p>2b Employer Identification Number (EIN) <u>81-0976364</u></p> <p>2c Plan Sponsor's telephone number <u>626-872-6461</u></p> <p>2d Business code (see instructions) <u>722511</u></p>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	11/21/2025	JOON KIM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with incorrect/unrecognized electronic signature.		
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <input 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	1284
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)	688
	6a(2)	747
	6b	0
	6c	13
	6d	760
	6e	0
	6f	760
	6g(1)	742
6g(2)	753	
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:
2E 2F 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:

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input checked="" type="checkbox"/> Insurance	(1) <input checked="" 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 1
- (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 _____

<p>SCHEDULE A (Form 5500)</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p>2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

<p>A Name of plan KAIZEN DINING GROUP, INC.</p>	<p>B Three-digit plan number (PN) ▶</p>	<p>001</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 KAIZEN DINING 401K PLAN & TRUST</p>	<p>D Employer Identification Number (EIN) 81-0976364</p>	

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	775482	760	01/01/2024	12/31/2024

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information
 Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	12894

6 Contracts With Allocated Funds:

- a** State the basis of premium rates ▶

- b** Premiums paid to carrier
- c** Premiums due but unpaid at the end of the year
- d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.
Specify nature of costs ▶

- e** Type of contract: (1) individual policies (2) group deferred annuity
(3) other (specify) ▶

- f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

- a** Type of contract: (1) deposit administration (2) immediate participation guarantee
(3) guaranteed investment (4) other ▶ GROUP PENSION FUNDING

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
	7c(2)	
	7c(3)	
	7c(4)	
	7c(5)	
	(6) Total additions	7c(6)
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
	7e(2)	
	7e(3)	
	7e(4)	
	(5) Total deductions	7e(5)
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	

Part III Welfare Benefit Contract Information
 If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** Health (other than dental or vision)
 b Dental
 c Vision
 d Life insurance
 e Temporary disability (accident and sickness)
 f Long-term disability
 g Supplemental unemployment
 h Prescription drug
 i Stop loss (large deductible)
 j HMO contract
 k PPO contract
 l Indemnity contract
 m Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received		9a(1)	
(2) Increase (decrease) in amount due but unpaid		9a(2)	
(3) Increase (decrease) in unearned premium reserve		9a(3)	
(4) Earned ((1) + (2) - (3))			9a(4)
b Benefit charges (1) Claims paid		9b(1)	
(2) Increase (decrease) in claim reserves		9b(2)	
(3) Incurred claims (add (1) and (2))			9b(3)
(4) Claims charged			9b(4)
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention			9c(1)(H)
(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.)			9c(2)
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			9d(1)
(2) Claim reserves			9d(2)
(3) Other reserves			9d(3)
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)			9e

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.	10b

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? Yes No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 KAIZEN DINING GROUP, INC.	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 KAIZEN DINING 401K PLAN & TRUST	D Employer Identification Number (EIN) 81-0976364	

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

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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

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)

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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	SERVICE PROVIDER	13148	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	160	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

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

(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
(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.	
(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

(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

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:

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)

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 KAIZEN DINING GROUP, INC.	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 KAIZEN DINING 401K PLAN & TRUST	D Employer Identification Number (EIN) 81-0976364

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	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	
(2) Participant contributions	1b(2)	
(3) Other	1b(3)	
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	11949 12277
(2) U.S. Government securities	1c(2)	
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	1c(3)(A)	
(B) All other	1c(3)(B)	
(4) Corporate stocks (other than employer securities):		
(A) Preferred	1c(4)(A)	
(B) Common	1c(4)(B)	
(5) Partnership/joint venture interests	1c(5)	
(6) Real estate (other than employer real property)	1c(6)	
(7) Loans (other than to participants)	1c(7)	
(8) Participant loans	1c(8)	1080
(9) Value of interest in common/collective trusts	1c(9)	
(10) Value of interest in pooled separate accounts	1c(10)	
(11) Value of interest in master trust investment accounts	1c(11)	
(12) Value of interest in 103-12 investment entities	1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	318189 330585
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	
(15) Other	1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	330138	343942
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	330138	343942

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		41521
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		41521

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12569	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		12569
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)	15098	
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	50	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		15148
j Total expenses. Add all expense amounts in column (b) and enter total	2j		27717

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		13804
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **KIECKHAFFER SCHIFFER LLP**

(2) EIN: **81-5052000**

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	
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.			

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 KAIZEN DINING GROUP, INC.	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 KAIZEN DINING 401K PLAN & TRUST	D Employer Identification Number (EIN) 81-0976364	

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): <u>71-0294708</u>		
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)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 Q702844A.

KAIZEN DINING 401(K) PLAN & TRUST

**FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
WITH INDEPENDENT AUDITOR'S REPORT**

**KAIZEN DINING 401(K) PLAN & TRUST
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

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<u>Supplemental Schedule</u>	
Schedule H, Part IV, line 4i - Schedule of Assets (Held at End of Year) As of December 31, 2024	15

All other supplemental schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.

Independent Auditor's Report

Plan Administrator of Kaizen Dining 401(k) Plan & Trust:

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

We were engaged to perform audits of the financial statements of Kaizen Dining 401(k) Plan & Trust (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, and the related statements of changes in net assets available for benefits for the years then ended, 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's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Disclaimer of Opinion

We do not express an opinion on the accompanying financial statements of Kaizen Dining 401(k) Plan & Trust. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2024 financial statements.

Basis for Disclaimer of Opinion

Year ended December 31, 2024: As noted in Note 13, the Plan was not operated in compliance with the Plan's adoption agreement. Participants were not allowed to contribute to the Plan during the 2024 Plan year and lost earnings were calculated to be restored to the participants. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions. Due to certain Plan failures, the Company is required to make an Employer Qualified Non-Elective Contribution of \$315,430 (see Note 11).

Year ended December 31, 2023: The Plan was not operated in compliance with the Plan's adoption agreement. Certain Participant compensation, including bonuses, vacation pay, and tips were not included in the 401(k) contribution deferral calculation on employees' paychecks and the contributions were not remitted to the Plan timely. There were incorrect deferral rates used for some employees during 2023. In addition, there were administrative errors found in the Nationwide reporting that listed 68 employees contributing to the Plan in 2023 per Nationwide, but only 21 employees had deferral contributions per the Company's payroll files. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Plan's financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Plan, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit.

Other Matter — Supplemental Schedules Required by ERISA

The supplemental 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Kieckhafer Schiffer LLP

KIECKHAFER SCHIFFER LLP
Irvine, California

November 10, 2025

KAIZEN DINING 401(K) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2024 AND 2023

	2024	2023
Assets:		
Investments, at fair value:		
Mutual funds	\$ 330,585	\$ 318,189
Money market fund	12,277	11,949
Total investments	342,862	330,138
Receivables:		
Participant contributions	270	270
Employer contributions	315,430	334,781
Note receivable from participant	1,080	-
Total receivables	316,780	335,051
Net assets available for benefits	\$ 659,642	\$ 665,189

See accompanying independent auditor's report and notes to the financial statements.

KAIZEN DINING 401(K) PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024	2023
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ 41,521	\$ 39,537
Contributions:		
Participant	-	46,600
Employer	22,527	-
Total contributions	22,527	46,600
Total additions	64,048	86,137
Deductions:		
Benefits paid to participants	12,569	916
Corrective distributions	41,878	-
Administrative expenses	15,148	-
Total deductions	69,595	916
Net increase (decrease)	(5,547)	85,221
Net assets available for benefits:		
Beginning of the year	665,189	579,968
End of the year	\$ 659,642	\$ 665,189

See accompanying independent auditor's report and notes to the financial statements.

**KAIZEN DINING 401(K) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

1. Description of Plan

The following description of the Kaizen Dining 401(k) Plan & Trust (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

a. General

The Plan was established January 1, 2019 by Kaizen Dining Group, Inc. (the “Company” or “Employer”), which is the parent entity of a controlled group of entities, as a defined contribution plan under the provisions of Section 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

b. Administration

The Plan is overseen by the Company (the “Plan Administrator”). The Company’s asset custodian and recordkeeper was Nationwide Trust Company, FSB (“Nationwide”) through February 2024. Effective February 2024, the Plan’s assets were transferred from Nationwide to Voya Retirement Insurance and Annuity Company (“Voya”). Nationwide and Voya together are referred to as the “custodians” or “recordkeepers”. The Company has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

All employees of the Company and its controlled group members who have adopted the Plan are eligible to participate in the Plan, except for union employees and non-resident aliens. Employees become eligible to participate upon reaching age 18 with immediate entry.

d. Participant Contributions

Participants may contribute to the Plan up to 100% of eligible compensation through elective, pre-tax, and Roth salary deferrals subject to IRC limits of \$23,000 and \$22,500 for the years ended December 31, 2024 and 2023, respectively. Upon reaching the age of 50, participants may make additional catch-up contributions limited to \$7,500 for the years ended December 31, 2024 and 2023. Participants may change their deferral percentage at the beginning of each payroll period and may stop deferring at any time.

Participants may also make rollover contributions from other qualified defined plans.

e. Employer Contributions

Employer matching contributions and discretionary employer profit-sharing contributions were not permitted for the years ended December 31, 2024 and 2023. During the year ended December 31, 2024, a blackout period was required as the custody of Plan assets transitioned from Nationwide to Voya. After the blackout period ended, the Company elected not to resume participant contribution withholdings. As a result, no employee contributions were remitted to the Plan for the year ended December 31, 2024. Corrections related to this amounted to \$22,527 for the year ended December 31, 2024 (see Note 11).

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's elective salary deferrals and allocations of Plan earnings and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. Participants can direct their accounts into a variety of investments offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are immediately vested in their elective salary deferrals, catch-up contributions, employer Qualified Non-Elective Contributions ("QNEC") contributions, rollover contributions and the earnings thereon.

h. Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the required beginning date of minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than \$7,000 will be distributed to participants as soon as administratively feasible.

i. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, postsecondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary

residence, the purchase of the participant's primary residence or to prevent eviction or foreclosure from the participant's primary residence.

j. Forfeitures

Unvested employer matching and discretionary profit-sharing contributions forfeited by a participant terminating from the Plan are retained in the Plan. Forfeitures may be used to pay Plan administrative expenses or reduce future matching contributions. For the years ended December 31, 2024 and 2023, there were no Plan forfeitures.

k. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) \$50,000, reduced by the highest outstanding note balance during the prior year, or b) 50% of their vested account balance. Notes are subject to a \$1,000 minimum and are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a principal residence, in which case the term may be extended at the discretion of the Plan Administrator. The interest rate on the loan will be based on the prime rate of interest plus 2%. As of December 31, 2024, the note receivable matures in 2027 and bears interest at 9.50%, which is commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note issuance.

l. Administrative Expenses

All reasonable expenses for administration may be paid out of the Plan assets unless paid by the Company. Expenses, to the extent not paid by the Company are paid by the Plan and allocated to participants based on their account balances. Expenses that relate solely to a specific participant, such as fees for notes receivable or benefit payments, are assessed to the participant. Certain expenses are included in the transaction prices of investments bought and sold and cannot be separately quantified.

2. **Summary of Significant Accounting Policies**

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition

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

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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.

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments by their scheduled due date, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statement of changes in net assets available for benefits as a benefit payment.

e. Payment of Benefits

Benefits are recorded when paid.

f. Subsequent Events

Management has evaluated subsequent events through November 10, 2025, the date the financial statements were available for issuance.

3. Information Certified by Asset Custodians (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA section 103(a)(3)(c) pursuant to Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments held at December 31, 2024 and 2023, and net appreciation in fair value of investments, and interest and dividends for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by Nationwide and Voya.

The classification of the investments into the appropriate fair value hierarchy levels (1, 2 or 3) as disclosed in Note 5 is not certified by the custodians and is the responsibility of the Plan's management.

4. Investments

All Plan investments are participant-directed and held by Voya as of December 31, 2024 and Nationwide as of December 31, 2023. Participants can direct their accounts among various mutual funds and a money market fund.

5. Investments at Fair Value

Fair Value Hierarchy

Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This 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 under ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets,
 - Quoted prices for identical or similar assets or liabilities in inactive markets,
 - Inputs other than quoted prices that are observable for the asset or liability, 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.

The asset’s 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.

The following is a description of the valuation methodologies used for the Plan’s investments at fair value. There have been no changes in the methodologies used at December 31, 2024 and 2023.

Mutual funds and money market fund:

The fair values of the mutual funds and money market funds are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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:

Investments at Fair Value at December 31, 2024

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 330,585	\$ -	\$ -	\$ 330,585
Money market fund	<u>12,277</u>	<u>-</u>	<u>-</u>	<u>12,277</u>
Total investments at fair value	<u>\$ 342,862</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 342,862</u>

Investments at Fair Value at December 31, 2023

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 318,189	\$ -	\$ -	\$ 318,189
Money market fund	<u>11,949</u>	<u>-</u>	<u>-</u>	<u>11,949</u>
Total investments at fair value	<u>\$ 330,138</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 330,138</u>

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

For the years ended December 31, 2024 and 2023, some of the Plan's investment options are sponsored by Voya and Nationwide, respectively, the custodians of the Plan. Therefore, any transaction executed with Voya or Nationwide qualifies as a party-in-interest transaction.

Additionally, the Company is a party-in-interest to the Plan. However, there were no transactions with the Company other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Tax Status

The Plan adopted a Non-Standardized Pre-Approved Profit Sharing Plan Document. Allied Consultants, Inc. received an opinion letter from the Internal Revenue Services (“IRS”) dated June 30, 2020 stating that as of that date the Plan document was designed in compliance with the applicable IRC requirements. The Plan has been amended since receiving the opinion letter. However, Plan management believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, Plan management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2024 and 2023 and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2024 and 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for Plan benefits per the financial statements as of December 31, 2024 and 2023 to the amounts reported on Form 5500:

	<u>2024</u>	<u>2023</u>
Net assets available for benefits per the financial statements	\$ 659,642	\$ 665,189
Less: Employer QNEC contribution receivable	(315,430)	(334,781)
Less: Employee contribution receivable	<u>(270)</u>	<u>(270)</u>
Net assets available for benefits on Form 5500	<u>\$ 343,942</u>	<u>\$ 330,138</u>

The following is a reconciliation of the net increase (decrease) in net assets available for benefits as reported on the Plan's financial statements to amounts reported on Form 5500 for the years ended December 31, 2024 and 2023:

	<u>2024</u>	<u>2023</u>
Net increase (decrease) in net assets available for benefits, reported on the financial statements	\$ (5,547)	\$ 85,221
Net change in employer contributions receivable	(22,527)	-
Net change in employee contributions receivable	-	(270)
Net change in corrective distributions	<u>41,878</u>	<u>-</u>
Net increase in net assets available for benefits reported on Form 5500	<u>\$ 13,804</u>	<u>\$ 84,951</u>

9. Plan Termination

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

10. Risks and Uncertainties

The Plan invests in various investment securities, including mutual funds and a money market fund. Investment securities, in general, are exposed to various risks such as interest rate, credit, foreign currency and overall market volatility 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.

11. Employer Qualified Non-Elective Contributions

As noted in the independent auditor's report, due to certain Plan failures the Company is required to make a QNEC contribution to correct the failures. As a result, QNEC contributions of \$22,527, \$124,045, \$120,959, and \$89,777 for 2024, 2022, 2021, and 2020, respectively, will be made to the Plan. During 2024, there was an IRS reduction adjustment to the QNEC contributions total of \$41,878. Therefore, the total QNEC contributions as of December 31, 2024 total

\$315,430. The QNEC contributions are expected to be funded in 2026. During 2024 and 2023, there were no QNEC contributions funded.

12. Non-Exempt Prohibitive Transactions

During 2023, the Company failed to timely remit participant contributions totaling \$332 to the Plan as required by the Department of Labor. The Company plans to correct the lost earnings under the IRS's Self Correction Program in 2026.

13. Contributions Not Allowed During The 2024 Plan Year

During 2024, the Plan was not operated in compliance with the Plan's adoption agreement. Participants were not allowed to contribute to the Plan during the 2024 Plan year and lost earnings were calculated to be restored to the participants (see Note 11). Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

KAIZEN DINING 401(K) PLAN & TRUST
(PLAN NUMBER 001, SPONSOR EIN NUMBER 81-0976364)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2024

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Money Market Fund: Voya	GOVERNMENT MONEY MARKET FUND A (HOLD ACCT)	**	\$ 12,277
	Mutual Funds:			
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE RETIREMENT FUND CLASS R	**	14,771
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2035 FUND CLASS R	**	37,699
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2045 FUND CLASS R	**	82,305
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2055 FUND CLASS R	**	116,357
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2065 FUND CLASS R	**	78,836
	Vanguard	500 INDEX FUND ADMIRAL	**	617
	Total Mutual Funds			<u>330,585</u>
*	Participant note receivable	Interest rate 9.50%, maturing in 2027	\$ -	<u>1,080</u>
	Total Investments			<u>\$ 343,942</u>

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

The accompanying notes and independent auditor's report are an integral part of this supplemental schedule.



Attachment to 2024 Form 5500

Schedule H, line 4i - Schedule of Assets
 (Held at End of Year)
KAIZEN DINING 401(K) PLAN & TRUST
EIN#81-0976364
Plan# 001
As of December 31, 2024

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
	MyCompass Ind Mod 2035 Fd R	Common Collective Trust		\$37,699.03
	MyCompass Ind Mod 2045 Fd R	Common Collective Trust		\$82,305.05
	MyCompass Ind Mod 2055 Fd R	Common Collective Trust		\$116,356.28
	MyCompass Ind Mod 2065 Fd R	Common Collective Trust		\$78,835.77
	MyCompass Ind Mod Ret Fd R	Common Collective Trust		\$14,771.25
	Vangrd 500 Index Fund Adm	Registered Investment Company		\$616.96
*	Voya Gv Mny Mkt F A (Hld Acct)	Registered Investment Company		\$12,277.21
	LOAN FUND	Participant Loans - Rates 9.50% to 9.50%		\$1,080.52
	TOTAL			\$343,942.07

* denotes party-in-interest

Column (d) is not required as the Plan investments are totally participant directed.

KAIZEN DINING 401(K) PLAN & TRUST

**FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
WITH INDEPENDENT AUDITOR'S REPORT**

**KAIZEN DINING 401(K) PLAN & TRUST
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

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<u>Supplemental Schedule</u>	
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All other supplemental schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.

Independent Auditor's Report

Plan Administrator of Kaizen Dining 401(k) Plan & Trust:

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

We were engaged to perform audits of the financial statements of Kaizen Dining 401(k) Plan & Trust (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, and the related statements of changes in net assets available for benefits for the years then ended, 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's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Disclaimer of Opinion

We do not express an opinion on the accompanying financial statements of Kaizen Dining 401(k) Plan & Trust. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2024 financial statements.

Basis for Disclaimer of Opinion

Year ended December 31, 2024: As noted in Note 13, the Plan was not operated in compliance with the Plan's adoption agreement. Participants were not allowed to contribute to the Plan during the 2024 Plan year and lost earnings were calculated to be restored to the participants. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions. Due to certain Plan failures, the Company is required to make an Employer Qualified Non-Elective Contribution of \$315,430 (see Note 11).

Year ended December 31, 2023: The Plan was not operated in compliance with the Plan's adoption agreement. Certain Participant compensation, including bonuses, vacation pay, and tips were not included in the 401(k) contribution deferral calculation on employees' paychecks and the contributions were not remitted to the Plan timely. There were incorrect deferral rates used for some employees during 2023. In addition, there were administrative errors found in the Nationwide reporting that listed 68 employees contributing to the Plan in 2023 per Nationwide, but only 21 employees had deferral contributions per the Company's payroll files. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Plan's financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Plan, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit.

Other Matter — Supplemental Schedules Required by ERISA

The supplemental 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Kieckhafer Schiffer LLP

KIECKHAFER SCHIFFER LLP
Irvine, California

November 10, 2025

KAIZEN DINING 401(K) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2024 AND 2023

	2024	2023
Assets:		
Investments, at fair value:		
Mutual funds	\$ 330,585	\$ 318,189
Money market fund	12,277	11,949
Total investments	342,862	330,138
Receivables:		
Participant contributions	270	270
Employer contributions	315,430	334,781
Note receivable from participant	1,080	-
Total receivables	316,780	335,051
Net assets available for benefits	\$ 659,642	\$ 665,189

See accompanying independent auditor's report and notes to the financial statements.

KAIZEN DINING 401(K) PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

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**KAIZEN DINING 401(K) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

1. Description of Plan

The following description of the Kaizen Dining 401(k) Plan & Trust (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

a. General

The Plan was established January 1, 2019 by Kaizen Dining Group, Inc. (the “Company” or “Employer”), which is the parent entity of a controlled group of entities, as a defined contribution plan under the provisions of Section 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

b. Administration

The Plan is overseen by the Company (the “Plan Administrator”). The Company’s asset custodian and recordkeeper was Nationwide Trust Company, FSB (“Nationwide”) through February 2024. Effective February 2024, the Plan’s assets were transferred from Nationwide to Voya Retirement Insurance and Annuity Company (“Voya”). Nationwide and Voya together are referred to as the “custodians” or “recordkeepers”. The Company has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

All employees of the Company and its controlled group members who have adopted the Plan are eligible to participate in the Plan, except for union employees and non-resident aliens. Employees become eligible to participate upon reaching age 18 with immediate entry.

d. Participant Contributions

Participants may contribute to the Plan up to 100% of eligible compensation through elective, pre-tax, and Roth salary deferrals subject to IRC limits of \$23,000 and \$22,500 for the years ended December 31, 2024 and 2023, respectively. Upon reaching the age of 50, participants may make additional catch-up contributions limited to \$7,500 for the years ended December 31, 2024 and 2023. Participants may change their deferral percentage at the beginning of each payroll period and may stop deferring at any time.

Participants may also make rollover contributions from other qualified defined plans.

e. Employer Contributions

Employer matching contributions and discretionary employer profit-sharing contributions were not permitted for the years ended December 31, 2024 and 2023. During the year ended December 31, 2024, a blackout period was required as the custody of Plan assets transitioned from Nationwide to Voya. After the blackout period ended, the Company elected not to resume participant contribution withholdings. As a result, no employee contributions were remitted to the Plan for the year ended December 31, 2024. Corrections related to this amounted to \$22,527 for the year ended December 31, 2024 (see Note 11).

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's elective salary deferrals and allocations of Plan earnings and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. Participants can direct their accounts into a variety of investments offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are immediately vested in their elective salary deferrals, catch-up contributions, employer Qualified Non-Elective Contributions ("QNEC") contributions, rollover contributions and the earnings thereon.

h. Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the required beginning date of minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than \$7,000 will be distributed to participants as soon as administratively feasible.

i. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, postsecondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary

residence, the purchase of the participant's primary residence or to prevent eviction or foreclosure from the participant's primary residence.

j. Forfeitures

Unvested employer matching and discretionary profit-sharing contributions forfeited by a participant terminating from the Plan are retained in the Plan. Forfeitures may be used to pay Plan administrative expenses or reduce future matching contributions. For the years ended December 31, 2024 and 2023, there were no Plan forfeitures.

k. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) \$50,000, reduced by the highest outstanding note balance during the prior year, or b) 50% of their vested account balance. Notes are subject to a \$1,000 minimum and are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a principal residence, in which case the term may be extended at the discretion of the Plan Administrator. The interest rate on the loan will be based on the prime rate of interest plus 2%. As of December 31, 2024, the note receivable matures in 2027 and bears interest at 9.50%, which is commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note issuance.

l. Administrative Expenses

All reasonable expenses for administration may be paid out of the Plan assets unless paid by the Company. Expenses, to the extent not paid by the Company are paid by the Plan and allocated to participants based on their account balances. Expenses that relate solely to a specific participant, such as fees for notes receivable or benefit payments, are assessed to the participant. Certain expenses are included in the transaction prices of investments bought and sold and cannot be separately quantified.

2. **Summary of Significant Accounting Policies**

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition

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

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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.

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments by their scheduled due date, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statement of changes in net assets available for benefits as a benefit payment.

e. Payment of Benefits

Benefits are recorded when paid.

f. Subsequent Events

Management has evaluated subsequent events through November 10, 2025, the date the financial statements were available for issuance.

3. Information Certified by Asset Custodians (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA section 103(a)(3)(c) pursuant to Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments held at December 31, 2024 and 2023, and net appreciation in fair value of investments, and interest and dividends for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by Nationwide and Voya.

The classification of the investments into the appropriate fair value hierarchy levels (1, 2 or 3) as disclosed in Note 5 is not certified by the custodians and is the responsibility of the Plan's management.

4. Investments

All Plan investments are participant-directed and held by Voya as of December 31, 2024 and Nationwide as of December 31, 2023. Participants can direct their accounts among various mutual funds and a money market fund.

5. Investments at Fair Value

Fair Value Hierarchy

Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This 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 under ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets,
 - Quoted prices for identical or similar assets or liabilities in inactive markets,
 - Inputs other than quoted prices that are observable for the asset or liability, 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.

The asset’s 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.

The following is a description of the valuation methodologies used for the Plan’s investments at fair value. There have been no changes in the methodologies used at December 31, 2024 and 2023.

Mutual funds and money market fund:

The fair values of the mutual funds and money market funds are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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:

Investments at Fair Value at December 31, 2024

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 330,585	\$ -	\$ -	\$ 330,585
Money market fund	<u>12,277</u>	<u>-</u>	<u>-</u>	<u>12,277</u>
Total investments at fair value	<u>\$ 342,862</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 342,862</u>

Investments at Fair Value at December 31, 2023

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 318,189	\$ -	\$ -	\$ 318,189
Money market fund	<u>11,949</u>	<u>-</u>	<u>-</u>	<u>11,949</u>
Total investments at fair value	<u>\$ 330,138</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 330,138</u>

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

For the years ended December 31, 2024 and 2023, some of the Plan's investment options are sponsored by Voya and Nationwide, respectively, the custodians of the Plan. Therefore, any transaction executed with Voya or Nationwide qualifies as a party-in-interest transaction.

Additionally, the Company is a party-in-interest to the Plan. However, there were no transactions with the Company other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Tax Status

The Plan adopted a Non-Standardized Pre-Approved Profit Sharing Plan Document. Allied Consultants, Inc. received an opinion letter from the Internal Revenue Services (“IRS”) dated June 30, 2020 stating that as of that date the Plan document was designed in compliance with the applicable IRC requirements. The Plan has been amended since receiving the opinion letter. However, Plan management believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, Plan management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2024 and 2023 and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2024 and 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for Plan benefits per the financial statements as of December 31, 2024 and 2023 to the amounts reported on Form 5500:

	<u>2024</u>	<u>2023</u>
Net assets available for benefits per the financial statements	\$ 659,642	\$ 665,189
Less: Employer QNEC contribution receivable	(315,430)	(334,781)
Less: Employee contribution receivable	<u>(270)</u>	<u>(270)</u>
Net assets available for benefits on Form 5500	<u>\$ 343,942</u>	<u>\$ 330,138</u>

The following is a reconciliation of the net increase (decrease) in net assets available for benefits as reported on the Plan's financial statements to amounts reported on Form 5500 for the years ended December 31, 2024 and 2023:

	<u>2024</u>	<u>2023</u>
Net increase (decrease) in net assets available for benefits, reported on the financial statements	\$ (5,547)	\$ 85,221
Net change in employer contributions receivable	(22,527)	-
Net change in employee contributions receivable	-	(270)
Net change in corrective distributions	<u>41,878</u>	<u>-</u>
Net increase in net assets available for benefits reported on Form 5500	<u>\$ 13,804</u>	<u>\$ 84,951</u>

9. Plan Termination

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

10. Risks and Uncertainties

The Plan invests in various investment securities, including mutual funds and a money market fund. Investment securities, in general, are exposed to various risks such as interest rate, credit, foreign currency and overall market volatility 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.

11. Employer Qualified Non-Elective Contributions

As noted in the independent auditor's report, due to certain Plan failures the Company is required to make a QNEC contribution to correct the failures. As a result, QNEC contributions of \$22,527, \$124,045, \$120,959, and \$89,777 for 2024, 2022, 2021, and 2020, respectively, will be made to the Plan. During 2024, there was an IRS reduction adjustment to the QNEC contributions total of \$41,878. Therefore, the total QNEC contributions as of December 31, 2024 total

\$315,430. The QNEC contributions are expected to be funded in 2026. During 2024 and 2023, there were no QNEC contributions funded.

12. Non-Exempt Prohibitive Transactions

During 2023, the Company failed to timely remit participant contributions totaling \$332 to the Plan as required by the Department of Labor. The Company plans to correct the lost earnings under the IRS's Self Correction Program in 2026.

13. Contributions Not Allowed During The 2024 Plan Year

During 2024, the Plan was not operated in compliance with the Plan's adoption agreement. Participants were not allowed to contribute to the Plan during the 2024 Plan year and lost earnings were calculated to be restored to the participants (see Note 11). Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

KAIZEN DINING 401(K) PLAN & TRUST
(PLAN NUMBER 001, SPONSOR EIN NUMBER 81-0976364)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2024

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Money Market Fund: Voya	GOVERNMENT MONEY MARKET FUND A (HOLD ACCT)	**	\$ 12,277
	Mutual Funds:			
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE RETIREMENT FUND CLASS R	**	14,771
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2035 FUND CLASS R	**	37,699
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2045 FUND CLASS R	**	82,305
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2055 FUND CLASS R	**	116,357
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2065 FUND CLASS R	**	78,836
	Vanguard	500 INDEX FUND ADMIRAL	**	617
	Total Mutual Funds			<u>330,585</u>
*	Participant note receivable	Interest rate 9.50%, maturing in 2027	\$ -	<u>1,080</u>
	Total Investments			<u>\$ 343,942</u>

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

The accompanying notes and independent auditor's report are an integral part of this supplemental schedule.

KAIZEN DINING 401(K) PLAN & TRUST

**FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023
WITH INDEPENDENT AUDITOR'S REPORT**

**KAIZEN DINING 401(K) PLAN & TRUST
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

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<u>Supplemental Schedule</u>	
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All other supplemental schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of conditions under which they are required.

Independent Auditor's Report

Plan Administrator of Kaizen Dining 401(k) Plan & Trust:

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

We were engaged to perform audits of the financial statements of Kaizen Dining 401(k) Plan & Trust (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, and the related statements of changes in net assets available for benefits for the years then ended, 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's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Disclaimer of Opinion

We do not express an opinion on the accompanying financial statements of Kaizen Dining 401(k) Plan & Trust. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the 2024 financial statements.

Basis for Disclaimer of Opinion

Year ended December 31, 2024: As noted in Note 13, the Plan was not operated in compliance with the Plan's adoption agreement. Participants were not allowed to contribute to the Plan during the 2024 Plan year and lost earnings were calculated to be restored to the participants. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions. Due to certain Plan failures, the Company is required to make an Employer Qualified Non-Elective Contribution of \$315,430 (see Note 11).

Year ended December 31, 2023: The Plan was not operated in compliance with the Plan's adoption agreement. Certain Participant compensation, including bonuses, vacation pay, and tips were not included in the 401(k) contribution deferral calculation on employees' paychecks and the contributions were not remitted to the Plan timely. There were incorrect deferral rates used for some employees during 2023. In addition, there were administrative errors found in the Nationwide reporting that listed 68 employees contributing to the Plan in 2023 per Nationwide, but only 21 employees had deferral contributions per the Company's payroll files. Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Plan's financial statements in accordance with auditing standards generally accepted in the United States of America and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

We are required to be independent of the Plan, and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit.

Other Matter — Supplemental Schedules Required by ERISA

The supplemental 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section, it is inappropriate to and we do not express an opinion on the supplemental schedule referred to above.

Kieckhafer Schiffer LLP

KIECKHAFER SCHIFFER LLP
Irvine, California

November 10, 2025

KAIZEN DINING 401(K) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2024 AND 2023

	2024	2023
Assets:		
Investments, at fair value:		
Mutual funds	\$ 330,585	\$ 318,189
Money market fund	12,277	11,949
Total investments	342,862	330,138
Receivables:		
Participant contributions	270	270
Employer contributions	315,430	334,781
Note receivable from participant	1,080	-
Total receivables	316,780	335,051
Net assets available for benefits	\$ 659,642	\$ 665,189

See accompanying independent auditor's report and notes to the financial statements.

KAIZEN DINING 401(K) PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

	2024	2023
Additions:		
Investment income:		
Net appreciation in fair value of investments	\$ 41,521	\$ 39,537
Contributions:		
Participant	-	46,600
Employer	22,527	-
Total contributions	22,527	46,600
Total additions	64,048	86,137
Deductions:		
Benefits paid to participants	12,569	916
Corrective distributions	41,878	-
Administrative expenses	15,148	-
Total deductions	69,595	916
Net increase (decrease)	(5,547)	85,221
Net assets available for benefits:		
Beginning of the year	665,189	579,968
End of the year	\$ 659,642	\$ 665,189

See accompanying independent auditor's report and notes to the financial statements.

**KAIZEN DINING 401(K) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

1. Description of Plan

The following description of the Kaizen Dining 401(k) Plan & Trust (the “Plan”) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan’s provisions.

a. General

The Plan was established January 1, 2019 by Kaizen Dining Group, Inc. (the “Company” or “Employer”), which is the parent entity of a controlled group of entities, as a defined contribution plan under the provisions of Section 401(a) of the Internal Revenue Code (“IRC”), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

b. Administration

The Plan is overseen by the Company (the “Plan Administrator”). The Company’s asset custodian and recordkeeper was Nationwide Trust Company, FSB (“Nationwide”) through February 2024. Effective February 2024, the Plan’s assets were transferred from Nationwide to Voya Retirement Insurance and Annuity Company (“Voya”). Nationwide and Voya together are referred to as the “custodians” or “recordkeepers”. The Company has the discretion to appoint or remove any trustee or agent of the Plan.

c. Eligibility

All employees of the Company and its controlled group members who have adopted the Plan are eligible to participate in the Plan, except for union employees and non-resident aliens. Employees become eligible to participate upon reaching age 18 with immediate entry.

d. Participant Contributions

Participants may contribute to the Plan up to 100% of eligible compensation through elective, pre-tax, and Roth salary deferrals subject to IRC limits of \$23,000 and \$22,500 for the years ended December 31, 2024 and 2023, respectively. Upon reaching the age of 50, participants may make additional catch-up contributions limited to \$7,500 for the years ended December 31, 2024 and 2023. Participants may change their deferral percentage at the beginning of each payroll period and may stop deferring at any time.

Participants may also make rollover contributions from other qualified defined plans.

e. Employer Contributions

Employer matching contributions and discretionary employer profit-sharing contributions were not permitted for the years ended December 31, 2024 and 2023. During the year ended December 31, 2024, a blackout period was required as the custody of Plan assets transitioned from Nationwide to Voya. After the blackout period ended, the Company elected not to resume participant contribution withholdings. As a result, no employee contributions were remitted to the Plan for the year ended December 31, 2024. Corrections related to this amounted to \$22,527 for the year ended December 31, 2024 (see Note 11).

f. Participant Accounts

Individual accounts are maintained for each participant to reflect the participant's elective salary deferrals and allocations of Plan earnings and administrative expenses. Allocations are done daily using a weighted-average of participant account balances. Participants can direct their accounts into a variety of investments offered by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

g. Vesting

Participants are immediately vested in their elective salary deferrals, catch-up contributions, employer Qualified Non-Elective Contributions ("QNEC") contributions, rollover contributions and the earnings thereon.

h. Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant or beneficiary may elect to receive an amount equal to the participant's vested account balance in a lump-sum payment, installment payments over the participant's or beneficiary's assumed life expectancy, roll the amount to an individual retirement account or other eligible transferee plan, or delay payment until the required beginning date of minimum distributions, depending on the value of the account. In addition, the Plan permits in-service distributions for participants who are age 59 ½ or older. Distributions paid prior to the participant attaining age 59 ½ and not rolled into another retirement account are subject to federal income tax of 20% and a federal excise tax of 10%.

Vested account balances less than \$7,000 will be distributed to participants as soon as administratively feasible.

i. Hardship Withdrawals

Upon certain conditions, participants, while still employed by the Company, are permitted to withdraw, in a single lump sum, a portion of their vested account balances as a result of an immediate and heavy financial need. These conditions include the payment of tax-deductible medical expenses, postsecondary education tuition for immediate family members, funeral or burial costs of immediate family members, natural disaster clean-up on the participant's primary

residence, the purchase of the participant's primary residence or to prevent eviction or foreclosure from the participant's primary residence.

j. Forfeitures

Unvested employer matching and discretionary profit-sharing contributions forfeited by a participant terminating from the Plan are retained in the Plan. Forfeitures may be used to pay Plan administrative expenses or reduce future matching contributions. For the years ended December 31, 2024 and 2023, there were no Plan forfeitures.

k. Notes Receivable from Participants

Participants may borrow from their accounts the lesser of a) \$50,000, reduced by the highest outstanding note balance during the prior year, or b) 50% of their vested account balance. Notes are subject to a \$1,000 minimum and are secured by the vested balance in the participant's account.

Note payments are made through payroll deductions over periods up to five years, unless the note is used to acquire a principal residence, in which case the term may be extended at the discretion of the Plan Administrator. The interest rate on the loan will be based on the prime rate of interest plus 2%. As of December 31, 2024, the note receivable matures in 2027 and bears interest at 9.50%, which is commensurate with local prevailing rates as determined by the Plan Administrator at the time of the note issuance.

l. Administrative Expenses

All reasonable expenses for administration may be paid out of the Plan assets unless paid by the Company. Expenses, to the extent not paid by the Company are paid by the Plan and allocated to participants based on their account balances. Expenses that relate solely to a specific participant, such as fees for notes receivable or benefit payments, are assessed to the participant. Certain expenses are included in the transaction prices of investments bought and sold and cannot be separately quantified.

2. **Summary of Significant Accounting Policies**

a. Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP") as set forth by the Financial Accounting Standards Board (the "FASB").

b. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the amounts of net assets available for benefits, changes therein, accompanying notes, and supplemental schedule. Actual results could differ from those estimates.

c. Investment Valuation and Income Recognition

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

Net appreciation in fair value of investments consists of the net change in unrealized gains or losses during the year and the realized gain or loss on investments sold during the year.

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.

d. Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. If an active participant fails to make payments by their scheduled due date, the note will be in default. Under certain circumstances, as indicated in the Plan document, a note that is in default may be treated as a taxable distribution from the Plan and will be included in the statement of changes in net assets available for benefits as a benefit payment.

e. Payment of Benefits

Benefits are recorded when paid.

f. Subsequent Events

Management has evaluated subsequent events through November 10, 2025, the date the financial statements were available for issuance.

3. Information Certified by Asset Custodians (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA section 103(a)(3)(c) pursuant to Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments held at December 31, 2024 and 2023, and net appreciation in fair value of investments, and interest and dividends for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by Nationwide and Voya.

The classification of the investments into the appropriate fair value hierarchy levels (1, 2 or 3) as disclosed in Note 5 is not certified by the custodians and is the responsibility of the Plan's management.

4. Investments

All Plan investments are participant-directed and held by Voya as of December 31, 2024 and Nationwide as of December 31, 2023. Participants can direct their accounts among various mutual funds and a money market fund.

5. Investments at Fair Value

Fair Value Hierarchy

Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This 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 under ASC 820 are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets,
 - Quoted prices for identical or similar assets or liabilities in inactive markets,
 - Inputs other than quoted prices that are observable for the asset or liability, 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.

The asset’s 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.

The following is a description of the valuation methodologies used for the Plan’s investments at fair value. There have been no changes in the methodologies used at December 31, 2024 and 2023.

Mutual funds and money market fund:

The fair values of the mutual funds and money market funds are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

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:

Investments at Fair Value at December 31, 2024

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 330,585	\$ -	\$ -	\$ 330,585
Money market fund	<u>12,277</u>	<u>-</u>	<u>-</u>	<u>12,277</u>
Total investments at fair value	<u>\$ 342,862</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 342,862</u>

Investments at Fair Value at December 31, 2023

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	\$ 318,189	\$ -	\$ -	\$ 318,189
Money market fund	<u>11,949</u>	<u>-</u>	<u>-</u>	<u>11,949</u>
Total investments at fair value	<u>\$ 330,138</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 330,138</u>

6. Party-in-Interest Transactions

A party-in-interest is defined as a fiduciary or employee of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or a relative of such persons mentioned.

For the years ended December 31, 2024 and 2023, some of the Plan's investment options are sponsored by Voya and Nationwide, respectively, the custodians of the Plan. Therefore, any transaction executed with Voya or Nationwide qualifies as a party-in-interest transaction.

Additionally, the Company is a party-in-interest to the Plan. However, there were no transactions with the Company other than the funding of contributions to the Plan and the payment of certain administrative expenses.

7. Tax Status

The Plan adopted a Non-Standardized Pre-Approved Profit Sharing Plan Document. Allied Consultants, Inc. received an opinion letter from the Internal Revenue Services (“IRS”) dated June 30, 2020 stating that as of that date the Plan document was designed in compliance with the applicable IRC requirements. The Plan has been amended since receiving the opinion letter. However, Plan management believes the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, Plan management believes that the Plan is qualified and the related trust is tax exempt as of December 31, 2024 and 2023 and for the years then ended.

Assuming it meets certain initial and ongoing requirements, the Plan is generally exempt from federal and state income taxes. However, GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2024 and 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the net assets available for Plan benefits per the financial statements as of December 31, 2024 and 2023 to the amounts reported on Form 5500:

	<u>2024</u>	<u>2023</u>
Net assets available for benefits per the financial statements	\$ 659,642	\$ 665,189
Less: Employer QNEC contribution receivable	(315,430)	(334,781)
Less: Employee contribution receivable	<u>(270)</u>	<u>(270)</u>
Net assets available for benefits on Form 5500	<u>\$ 343,942</u>	<u>\$ 330,138</u>

The following is a reconciliation of the net increase (decrease) in net assets available for benefits as reported on the Plan's financial statements to amounts reported on Form 5500 for the years ended December 31, 2024 and 2023:

	<u>2024</u>	<u>2023</u>
Net increase (decrease) in net assets available for benefits, reported on the financial statements	\$ (5,547)	\$ 85,221
Net change in employer contributions receivable	(22,527)	-
Net change in employee contributions receivable	-	(270)
Net change in corrective distributions	<u>41,878</u>	<u>-</u>
Net increase in net assets available for benefits reported on Form 5500	<u>\$ 13,804</u>	<u>\$ 84,951</u>

9. Plan Termination

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

10. Risks and Uncertainties

The Plan invests in various investment securities, including mutual funds and a money market fund. Investment securities, in general, are exposed to various risks such as interest rate, credit, foreign currency and overall market volatility 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.

11. Employer Qualified Non-Elective Contributions

As noted in the independent auditor's report, due to certain Plan failures the Company is required to make a QNEC contribution to correct the failures. As a result, QNEC contributions of \$22,527, \$124,045, \$120,959, and \$89,777 for 2024, 2022, 2021, and 2020, respectively, will be made to the Plan. During 2024, there was an IRS reduction adjustment to the QNEC contributions total of \$41,878. Therefore, the total QNEC contributions as of December 31, 2024 total

\$315,430. The QNEC contributions are expected to be funded in 2026. During 2024 and 2023, there were no QNEC contributions funded.

12. Non-Exempt Prohibitive Transactions

During 2023, the Company failed to timely remit participant contributions totaling \$332 to the Plan as required by the Department of Labor. The Company plans to correct the lost earnings under the IRS's Self Correction Program in 2026.

13. Contributions Not Allowed During The 2024 Plan Year

During 2024, the Plan was not operated in compliance with the Plan's adoption agreement. Participants were not allowed to contribute to the Plan during the 2024 Plan year and lost earnings were calculated to be restored to the participants (see Note 11). Accordingly, we were unable to apply auditing procedures sufficient to determine the extent to which the accompanying financial statements may have been affected by these conditions.

KAIZEN DINING 401(K) PLAN & TRUST
(PLAN NUMBER 001, SPONSOR EIN NUMBER 81-0976364)
SCHEDULE H, PART IV, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2024

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment including, Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
*	Money Market Fund: Voya	GOVERNMENT MONEY MARKET FUND A (HOLD ACCT)	**	\$ 12,277
	Mutual Funds:			
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE RETIREMENT FUND CLASS R	**	14,771
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2035 FUND CLASS R	**	37,699
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2045 FUND CLASS R	**	82,305
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2055 FUND CLASS R	**	116,357
	Great Gray Trust Company, LLC	MYCOMPASS INDEX MODERATE 2065 FUND CLASS R	**	78,836
	Vanguard	500 INDEX FUND ADMIRAL	**	617
	Total Mutual Funds			<u>330,585</u>
*	Participant note receivable	Interest rate 9.50%, maturing in 2027	\$ -	<u>1,080</u>
	Total Investments			<u>\$ 343,942</u>

* Party-in-interest to the Plan

** The cost of participant-directed investments is not required to be disclosed

The accompanying notes and independent auditor's report are an integral part of this supplemental schedule.