Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2025

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

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

B This return/report is:
- [X] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

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

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
SOCAL LEARNING EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2024

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)
THE SOUTHERN CALIFORNIA LEARNING CORPORATION

741 GLENVIA STREET
SUITE 201
GLENDALE, CA 91206

2b Employer Identification Number (EIN)
20-4020272

2c Plan Sponsor's telephone number
626-269-1970

2d Business code (see instructions)
611000

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.	10/14/2026	DALE STEVENS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:

a Sponsor's name

4b EIN

c Plan Name

4d PN

5	Total number of participants at the beginning of the plan year	**5**	0
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	0
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	165
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	6
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	171
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	171
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	0
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	165
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.	**6h**	1
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 Characteristic Codes in the instructions:

2I 2P 2Q 3I

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) – Number Attached 0
- **(4)** [ ] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2025 Form M-1 annual report. If the plan was not required to file the 2025 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
SOCAL LEARNING EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE SOUTHERN CALIFORNIA LEARNING CORPORATION

D Employer Identification Number (EIN)
20-4020272

Part I Asset and Liability Statement

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.

Assets		(a) Beginning of Year	(b) End of Year
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)		
(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)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	1831200
(2) Employer real property	1d(2)	0	0
1e Buildings and other property used in plan operation	1e		
1f Total assets (add all amounts in lines 1a through 1e)	1f	0	1831200
Liabilities			
1g Benefit claims payable	1g		
1h Operating payables	1h		
1i Acquisition indebtedness	1i	0	6272745
1j Other liabilities	1j		
1k Total liabilities (add all amounts in lines 1g through1j)	1k	0	6272745
Net Assets			
1l Net assets (subtract line 1k from line 1f)	1l	0	-4441545

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)	2107255	
(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)		2107255
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)	-6548800	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		-6548800

		(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		-4441545
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
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)		
(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)		
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		0
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-4441545
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) [X] 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)** [X] 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: C. DART CPA **(2)** EIN: 47-3105009

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.)	**4a**		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.)	**4b**		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.)	**4c**		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.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		385000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		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?	**4g**		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?	**4h**		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.)	**4i**	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.)	**4j**		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?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		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.	**4n**			

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection.

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
SOCAL LEARNING EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
THE SOUTHERN CALIFORNIA LEARNING CORPORATION

D Employer Identification Number (EIN)
20-4020272

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... | **1** | 0

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

EIN(s): _____ _____

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

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

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ 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. ☐ 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 Q702317A .

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

DECEMBER 31, 2025

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN

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Targeting your financial future

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INDEPENDENT AUDITOR'S REPORT

To the Trustee
SoCal Learning Employee Stock Ownership Plan
Glendale, California

Opinion

We have audited the accompanying financial statements of the SoCal Learning Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the Statement of Net Assets Available for Plan Benefits as of December 31, 2025, and the related Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2025, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the SoCal Learning Employee Stock Ownership Plan as of December 31, 2025, and the changes in its net assets available for plan benefits for the year ended December 31, 2025, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of SoCal Learning Employee Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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.

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 SoCal Learning Employee Stock Ownership Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of SoCal Learning Employee Stock Ownership Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about SoCal Learning Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2025 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Riverside, California
October 7, 2026

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31, 2025		
	Allocated	Unallocated	Total
Assets:			
Investments at fair value (Notes 6 and 7):			
Common stock:			
Southern California Learning Corporation	$ 460,455	$ 1,370,745	$ 1,831,200
Total assets	460,455	1,370,745	1,831,200
Liabilities:			
Note payable (Note 8)	-	6,272,745	6,272,745
Total liabilities	-	6,272,745	6,272,745
Net assets available for plan benefits	$ 460,455	$ (4,902,000)	$ (4,441,545)

The accompanying notes are an integral part of these financial statements.

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year ended December 31, 2025		
	Allocated	Unallocated	Total
Additions to plan assets:			
Net depreciation in fair value of investment of The Southern California Learning Corporation common stock	$ (1,646,800)	$ (4,902,000)	$ (6,548,800)
Employer contributions	2,107,255		2,107,255
Total additions	460,455	(4,902,000)	(4,441,545)
Deductions from plan assets:			
Benefits paid or accrued to participants	-	-	-
Total deductions	-	-	-
Net increase/(decrease)	460,455	(4,902,000)	(4,441,545)
Net assets available at beginning of year	-	-	-
Net assets available at end of year	$ 460,455	$ (4,902,000)	$ (4,441,545)

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2025

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the SoCal Learning Employee Stock Ownership Plan provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General Information

The Southern California Learning Corporation established the SoCal Learning Employee Stock Ownership Plan (the Plan) effective as of January 1, 2024 and subsequently amended September 8, 2025. The Plan operates as a leveraged employee stock ownership plan (the ESOP). The Plan is designed to comply with Sections 401(a), 409, and 4975 and the regulations there under of the Internal Revenue Code of 1986, as amended (the Code). It is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by an independent trustee and the Company.

On December 31, 2025, the Plan purchased 10,058 shares of Southern California Learning Corporation common stock for $2,107,255 ($209.50 per share) using fully deductible Company contributions. The Plan also purchased 29,942 shares of Southern California Learning Corporation common stock for $6,272,745 ($209.50 per share) using the proceeds of a loan from the Company. The stock acquisition was a leveraged transaction whereby the ESOP took a note payable to the Company for $6,272,745 (Note 8). The borrowings are to be repaid over a period of 5 years by fully deductible Company contributions paid to the Trust. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible participants' accounts under the Principal and Interest Method in accordance with applicable regulations under the Code.

The borrowings are collateralized by the unallocated shares of common stock. The lender (the Company) has no rights against the shares once they are allocated to participant accounts. Accordingly, the financial statements as of December 31, 2025 and for the year ended December 31, 2025, present separately the assets and liabilities and changes therein pertaining to: (a) the accounts of employees with vested rights in allocated stock (Allocated) and (b) stock not yet allocated (Unallocated) to the accounts of employees.

Eligibility

All employees who are at least 21 years of age and have performed a year of service (defined as the 12 consecutive month period beginning on the date the employee first performs an hour of service during which 1,000 hours of service are completed) and are not (i) leased employees, (ii) employees whose benefits are governed by a collective bargaining agreement; unless the terms of the agreement specifically provides for participation in the Plan, or (iii) non-resident alien who receives no U.S. source income from the Company are eligible to participate.

For the year ended December 31, 2024, each employee who is not otherwise excluded from the Plan and who is employed by the Company on the last day of the plan year shall become a participant in the Plan as of December 31, 2024.

For Plan years beginning January 1, 2025 and thereafter, each employee who is not otherwise excluded from participation in the Plan shall become a participant in the Plan on the first day of the Plan Year in which ends the employee's first eligibility computation period during which the employee has satisfied all of the requirements identified above, unless the employee terminates employment with the Company before the earlier of (i) the date that is six months after the end of that eligibility computation period or (ii) the last day of the plan year.

Participant Accounts

Two accounts are maintained for each participant: (1) the Company Stock Account is credited annually with the participants' allocable shares of Company stock (including fractional shares) acquired by the Plan and the non-vested balances of terminated employees, and (2) the Other Investment Account (OIA) is credited annually with the participants' allocation of employer discretionary contributions and any income from other investments or debited for any allocation of plan expenses.

Employer Contributions

The Company is obligated to make contributions in cash to the Plan equal to the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loan. The Company may, at its discretion, contribute to the Plan an amount greater than the minimum debt service obligation, but not to exceed the maximum amount deductible from the Company's income for federal tax purposes. Employer contributions are allocated in proportion to the participants' compensation. Income and expenses are allocated in proportion to the participants' beginning balances in the OIA less any distributions. In addition, a terminated participants' OIA may also be credited with other investments obtained from the conversion of employer stock. Participants are entitled to an allocation if they were employed on the last day of the plan year and have completed a year of service. Participants who have terminated employment due to death, disability, or retirement are not required to be employed on the last day of the plan year nor complete 1,000 hours of service.

Vesting

Participants are 100% vested upon death, disability, or normal retirement age (defined as age 62). All other participants and accounts vest according to the following schedule:

Years of Credited Service	Vesting Percentage
Less than 2 years	0%
2 years, but less than 3	20%
3 years, but less than 4	40%
4 years, but less than 5	60%
5 years, but less than 6	80%
6 years or more	100%

Payment of Benefits

The Plan provides for the distribution of the participant's account upon normal retirement, disability, death, or termination of employment. For any reason other than termination of employment, distribution of a participant's account balance will commence as soon as administratively feasible after the close of the plan the year following the year in which their retirement, disability or death occurred. Distributions shall be in stock or paid in a lump sum or equal installments over a period not to exceed five years. For termination of employment, if the vested balance does not exceed the sum of $7,000, the benefit will be paid in a single lump sum. If the benefit exceeds $7,000, the cash installments shall be made over a period not to exceed five years. Payment of a participant's distribution shall be made in cash from assets held by the Plan or repurchased by the Company. For the year ended December 31, 2025, there were no shares distributed to participants.

Terminated participants with account balances less than $7,000 who fail to elect to receive the distribution or elect to have their respective benefit rolled over to another qualified plan will have their respective account balance rolled over to an individual retirement plan in their name.

Forfeited Accounts

Forfeitures of terminated non-vested participant accounts are first used to restore account balances of former participants rehired during the plan year. Any remaining forfeitures are reallocated to each participant if they were employed on the last day of the plan year and have completed a year of service. Forfeitures are allocated in the ratio as such participant's compensation bears to the total compensation of all such participants. For the year ended December 31, 2025, $202,716 reallocated to active participants from participants who terminated without any vesting.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage increases to 50%. Participants who elect to diversify may roll the applicable amount into another qualified plan or direct that their account balance be invested in other investment options offered by the Plan.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The Trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of the participants and beneficiaries.

Put Option

Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (Allocated) and (b) stock not yet allocated to employees (Unallocated); including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which the debt service is actually paid.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan's investments consist primarily of the Company's common stock which is exposed to various risks such as interest rate, market, and credit risks as well as valuation assumptions based upon earnings, cash flows and/or other such techniques. Due to the level of risk associated with the investment in the Company's common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits.

Investment Valuation and Income Recognition

The Plan's investment in common stock is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of Southern California Learning Corporation common stock are valued at estimated fair value. As of December 31, 2025, the fair value of the Southern California Learning Corporation common stock was determined by an independent appraisal. See Note 7 for a discussion of fair value.

Purchases and sales of securities are recorded on a trade-date basis. Net depreciation includes the Plan's net gains and losses on investments bought and sold during the year. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

As provided in the Plan Agreement, administrative expenses may be paid either by the Plan or by the Company. The Company has paid all operating expenses for the Plan for the year ended December 31, 2025;

NOTE 3 - TAX STATUS

The Company adopted the Non-Standardized Pre-Approved Profit Sharing/CODA/ESOP which obtained is latest opinion letter on June 30, 2020. In this letter, the Internal Revenue Service (IRS) states that the Plan is acceptable under Section 401 of the Code for use by the employer for the benefit of their employees. Therefore, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended since receiving the opinion letter, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2025, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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. The Company believes that it is no longer subject to income tax examinations for years prior to 2022.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time; subject to provisions of the Plan. Upon such termination of the Plan by an employer, participants become 100% vested in their account and the interest of each participant in the Trust will be distributed to such participant or his or her beneficiary at the time prescribed by the provisions of the plan document and the Code.

NOTE 5 - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist of the Southern California Learning Corporation. common stock, are held by the Trust.

Company contributions are managed by the Independent Trustee which invests cash received, interest and dividend income, and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loan. The Trustee shall make a good faith determination of the fair market value of the company stock from an independent appraiser who satisfies the requirements of Treasury Regulations prescribed under Internal Revenue Code Section 170(a)(1).

Certain administrative functions are performed by the Independent Trust and the Company without compensation for their services paid by the Plan.

NOTE 6 - INVESTMENTS

Following is a summary of the fair value of investments:

	December 31, 2025
Investments at estimated fair value:	
Southern California Learning Corporation common stock	$ 1,831,200

The Plan's investments depreciated in value for the year ended December 31, 2025 as follows:

Value as determined by estimated fair value:	
Southern California Learning Corporation common stock	$ (6,548,800)

The Plan's investment in the Southern California Learning Corporation. common shares at December 31, is as follows:

	2025	
	Allocated	Unallocated
Number of shares	10,058	29,942
Cost	$ 2,107,151	$ 6,272,849
Estimated fair value	$ 460,455	$ 1,370,745

The cost basis of the Plan's investment in common stock has been determined by multiplying the number of outstanding allocated and unallocated shares by the original transaction price of $209.50 per share as of December 31, 2025.

NOTE 7 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodology used for assets measured at fair value:

The Southern California Learning Corporation Common Stock: Valued at estimated fair value based upon an independent appraisal. This appraisal was based upon a combination of market and income valuation techniques; including a discount for of marketability. An asset based approach was considered, but not applied as this method focuses solely on the value of individual assets and not the Company’s ability to generate earnings.

The unobservable inputs for the market approach were historical revenue and earnings before interest, taxes, depreciation, and amortization. The unobservable inputs for the Income Approach were the weighted average cost of capital, historical and projected revenue growth and net income.

In estimating the fair value of the Company's common stock, the Trustee and plan management may use third party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the Trustee and plan management evaluate a variety of factors including: review of methods and assumptions used by external sources, recently executed transactions, economic conditions, industry and market developments.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2025:

	Assets at Fair Value as of December 31, 2025			
	Level 1	Level 2	Level 3	Total
Common stock:				
Learning Corporation	$ -	$ -	$ 1,831,200	$ 1,831,200
Total assets at fair value	$ -	$ -	$ 1,831,200	$ 1,831,200

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2025:

	Southern California Learning Corporation Common Stock
Balance, beginning of the year	$ -
Depreciation in fair value of assets	(6,548,800)
Balance, end of the year	$ (6,548,800)
The amount of depreciation in fair value of assets for the period	$ (6,548,800)

NOTE 8 - LONG-TERM LIABILITIES

	December 31, 2025
Note payable to the Southern California Learning Corporation, secured by unallocated shares of company common stock, payable in monthly principal and interest installments of $117,085 The interest rate is 4.55%. The note matures on December 31, 2030.	$ 6,272,745

Maturities of long-term debt for the year ending are as follows:

2026	$ 1,143,263
2027	1,196,380
2028	1,251,965
2029	1,310,133
2030	1,371,024
	$ 6,272,765

NOTE 9 - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Plan invests in Company common stock and has indebtedness guaranteed by the Company. These are related party and party-in-interest transactions. As described in Notes 1, 2, 5, 7 and 8, the Plan has a number of service providers. Such parties are parties-in-interest under ERISA. These transactions qualify as party-in-interest transactions for which a statutory exception exists. The Company also paid certain administrative expenses of the Plan; including recordkeeping and audit fees.

NOTE 10 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 7, 2026, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN **EIN # 20-4020272**
PLAN YEAR BEGINNING JANUARY 1 AND ENDING DECEMBER 31, 2025 **PLAN # 002**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b)	(c.)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	The Southern California Learning Corporation	40,000 shares of common stock	$ 8,380,000	$ 1,831,200
			$ 8,380,000	$ 1,831,200

*Denotes Party-In-Interest

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION

DECEMBER 31, 2025

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Trustee
SoCal Learning Employee Stock Ownership Plan
Glendale, California

Opinion

We have audited the accompanying financial statements of the SoCal Learning Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the Statement of Net Assets Available for Plan Benefits as of December 31, 2025, and the related Statement of Changes in Net Assets Available for Plan Benefits for the year ended December 31, 2025, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the SoCal Learning Employee Stock Ownership Plan as of December 31, 2025, and the changes in its net assets available for plan benefits for the year ended December 31, 2025, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of SoCal Learning Employee Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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.

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 SoCal Learning Employee Stock Ownership Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of SoCal Learning Employee Stock Ownership Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about SoCal Learning Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2025 is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Riverside, California
October 7, 2026

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS

	December 31, 2025		
	Allocated	Unallocated	Total
Assets:			
Investments at fair value (Notes 6 and 7):			
Common stock:			
Southern California Learning Corporation	$ 460,455	$ 1,370,745	$ 1,831,200
Total assets	460,455	1,370,745	1,831,200
Liabilities:			
Note payable (Note 8)	-	6,272,745	6,272,745
Total liabilities	-	6,272,745	6,272,745
Net assets available for plan benefits	$ 460,455	$ (4,902,000)	$ (4,441,545)

The accompanying notes are an integral part of these financial statements.

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS

	Year ended December 31, 2025		
	Allocated	Unallocated	Total
Additions to plan assets:			
Net depreciation in fair value of investment of The Southern California Learning Corporation common stock	$ (1,646,800)	$ (4,902,000)	$ (6,548,800)
Employer contributions	2,107,255		2,107,255
Total additions	460,455	(4,902,000)	(4,441,545)
Deductions from plan assets:			
Benefits paid or accrued to participants	-	-	-
Total deductions	-	-	-
Net increase/(decrease)	460,455	(4,902,000)	(4,441,545)
Net assets available at beginning of year	-	-	-
Net assets available at end of year	$ 460,455	$ (4,902,000)	$ (4,441,545)

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2025

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the SoCal Learning Employee Stock Ownership Plan provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General Information

The Southern California Learning Corporation established the SoCal Learning Employee Stock Ownership Plan (the Plan) effective as of January 1, 2024 and subsequently amended September 8, 2025. The Plan operates as a leveraged employee stock ownership plan (the ESOP). The Plan is designed to comply with Sections 401(a), 409, and 4975 and the regulations there under of the Internal Revenue Code of 1986, as amended (the Code). It is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The Plan is administered by an independent trustee and the Company.

On December 31, 2025, the Plan purchased 10,058 shares of Southern California Learning Corporation common stock for $2,107,255 ($209.50 per share) using fully deductible Company contributions. The Plan also purchased 29,942 shares of Southern California Learning Corporation common stock for $6,272,745 ($209.50 per share) using the proceeds of a loan from the Company. The stock acquisition was a leveraged transaction whereby the ESOP took a note payable to the Company for $6,272,745 (Note 8). The borrowings are to be repaid over a period of 5 years by fully deductible Company contributions paid to the Trust. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible participants' accounts under the Principal and Interest Method in accordance with applicable regulations under the Code.

The borrowings are collateralized by the unallocated shares of common stock. The lender (the Company) has no rights against the shares once they are allocated to participant accounts. Accordingly, the financial statements as of December 31, 2025 and for the year ended December 31, 2025, present separately the assets and liabilities and changes therein pertaining to: (a) the accounts of employees with vested rights in allocated stock (Allocated) and (b) stock not yet allocated (Unallocated) to the accounts of employees.

Eligibility

All employees who are at least 21 years of age and have performed a year of service (defined as the 12 consecutive month period beginning on the date the employee first performs an hour of service during which 1,000 hours of service are completed) and are not (i) leased employees, (ii) employees whose benefits are governed by a collective bargaining agreement; unless the terms of the agreement specifically provides for participation in the Plan, or (iii) non-resident alien who receives no U.S. source income from the Company are eligible to participate.

For the year ended December 31, 2024, each employee who is not otherwise excluded from the Plan and who is employed by the Company on the last day of the plan year shall become a participant in the Plan as of December 31, 2024.

For Plan years beginning January 1, 2025 and thereafter, each employee who is not otherwise excluded from participation in the Plan shall become a participant in the Plan on the first day of the Plan Year in which ends the employee's first eligibility computation period during which the employee has satisfied all of the requirements identified above, unless the employee terminates employment with the Company before the earlier of (i) the date that is six months after the end of that eligibility computation period or (ii) the last day of the plan year.

Participant Accounts

Two accounts are maintained for each participant: (1) the Company Stock Account is credited annually with the participants' allocable shares of Company stock (including fractional shares) acquired by the Plan and the non-vested balances of terminated employees, and (2) the Other Investment Account (OIA) is credited annually with the participants' allocation of employer discretionary contributions and any income from other investments or debited for any allocation of plan expenses.

Employer Contributions

The Company is obligated to make contributions in cash to the Plan equal to the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loan. The Company may, at its discretion, contribute to the Plan an amount greater than the minimum debt service obligation, but not to exceed the maximum amount deductible from the Company's income for federal tax purposes. Employer contributions are allocated in proportion to the participants' compensation. Income and expenses are allocated in proportion to the participants' beginning balances in the OIA less any distributions. In addition, a terminated participants' OIA may also be credited with other investments obtained from the conversion of employer stock. Participants are entitled to an allocation if they were employed on the last day of the plan year and have completed a year of service. Participants who have terminated employment due to death, disability, or retirement are not required to be employed on the last day of the plan year nor complete 1,000 hours of service.

Vesting

Participants are 100% vested upon death, disability, or normal retirement age (defined as age 62). All other participants and accounts vest according to the following schedule:

Years of Credited Service	Vesting Percentage
Less than 2 years	0%
2 years, but less than 3	20%
3 years, but less than 4	40%
4 years, but less than 5	60%
5 years, but less than 6	80%
6 years or more	100%

Payment of Benefits

The Plan provides for the distribution of the participant's account upon normal retirement, disability, death, or termination of employment. For any reason other than termination of employment, distribution of a participant's account balance will commence as soon as administratively feasible after the close of the plan the year following the year in which their retirement, disability or death occurred. Distributions shall be in stock or paid in a lump sum or equal installments over a period not to exceed five years. For termination of employment, if the vested balance does not exceed the sum of $7,000, the benefit will be paid in a single lump sum. If the benefit exceeds $7,000, the cash installments shall be made over a period not to exceed five years. Payment of a participant's distribution shall be made in cash from assets held by the Plan or repurchased by the Company. For the year ended December 31, 2025, there were no shares distributed to participants.

Terminated participants with account balances less than $7,000 who fail to elect to receive the distribution or elect to have their respective benefit rolled over to another qualified plan will have their respective account balance rolled over to an individual retirement plan in their name.

Forfeited Accounts

Forfeitures of terminated non-vested participant accounts are first used to restore account balances of former participants rehired during the plan year. Any remaining forfeitures are reallocated to each participant if they were employed on the last day of the plan year and have completed a year of service. Forfeitures are allocated in the ratio as such participant's compensation bears to the total compensation of all such participants. For the year ended December 31, 2025, $202,716 reallocated to active participants from participants who terminated without any vesting.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage increases to 50%. Participants who elect to diversify may roll the applicable amount into another qualified plan or direct that their account balance be invested in other investment options offered by the Plan.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The Trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of the participants and beneficiaries.

Put Option

Under federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (Allocated) and (b) stock not yet allocated to employees (Unallocated); including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which the debt service is actually paid.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan's investments consist primarily of the Company's common stock which is exposed to various risks such as interest rate, market, and credit risks as well as valuation assumptions based upon earnings, cash flows and/or other such techniques. Due to the level of risk associated with the investment in the Company's common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Plan Benefits.

Investment Valuation and Income Recognition

The Plan's investment in common stock is stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Shares of Southern California Learning Corporation common stock are valued at estimated fair value. As of December 31, 2025, the fair value of the Southern California Learning Corporation common stock was determined by an independent appraisal. See Note 7 for a discussion of fair value.

Purchases and sales of securities are recorded on a trade-date basis. Net depreciation includes the Plan's net gains and losses on investments bought and sold during the year. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

As provided in the Plan Agreement, administrative expenses may be paid either by the Plan or by the Company. The Company has paid all operating expenses for the Plan for the year ended December 31, 2025;

NOTE 3 - TAX STATUS

The Company adopted the Non-Standardized Pre-Approved Profit Sharing/CODA/ESOP which obtained is latest opinion letter on June 30, 2020. In this letter, the Internal Revenue Service (IRS) states that the Plan is acceptable under Section 401 of the Code for use by the employer for the benefit of their employees. Therefore, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended since receiving the opinion letter, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, the Company believes that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2025, there are no uncertain positions taken or expected to be taken that would require recognition of a liability 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. The Company believes that it is no longer subject to income tax examinations for years prior to 2022.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company reserves the right to terminate the Plan at any time; subject to provisions of the Plan. Upon such termination of the Plan by an employer, participants become 100% vested in their account and the interest of each participant in the Trust will be distributed to such participant or his or her beneficiary at the time prescribed by the provisions of the plan document and the Code.

NOTE 5 - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist of the Southern California Learning Corporation. common stock, are held by the Trust.

Company contributions are managed by the Independent Trustee which invests cash received, interest and dividend income, and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loan. The Trustee shall make a good faith determination of the fair market value of the company stock from an independent appraiser who satisfies the requirements of Treasury Regulations prescribed under Internal Revenue Code Section 170(a)(1).

Certain administrative functions are performed by the Independent Trust and the Company without compensation for their services paid by the Plan.

NOTE 6 - INVESTMENTS

Following is a summary of the fair value of investments:

	December 31, 2025
Investments at estimated fair value:	
Southern California Learning Corporation common stock	$ 1,831,200

The Plan's investments depreciated in value for the year ended December 31, 2025 as follows:

Value as determined by estimated fair value:	
Southern California Learning Corporation common stock	$ (6,548,800)

The Plan's investment in the Southern California Learning Corporation. common shares at December 31, is as follows:

	2025	
	Allocated	Unallocated
Number of shares	10,058	29,942
Cost	$ 2,107,151	$ 6,272,849
Estimated fair value	$ 460,455	$ 1,370,745

The cost basis of the Plan's investment in common stock has been determined by multiplying the number of outstanding allocated and unallocated shares by the original transaction price of $209.50 per share as of December 31, 2025.

NOTE 7 - FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities, (2) quoted prices for identical or similar assets or liabilities in inactive markets, (3) inputs other than quoted prices that are observable for the asset or liability, (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodology used for assets measured at fair value:

The Southern California Learning Corporation Common Stock: Valued at estimated fair value based upon an independent appraisal. This appraisal was based upon a combination of market and income valuation techniques; including a discount for of marketability. An asset based approach was considered, but not applied as this method focuses solely on the value of individual assets and not the Company’s ability to generate earnings.

The unobservable inputs for the market approach were historical revenue and earnings before interest, taxes, depreciation, and amortization. The unobservable inputs for the Income Approach were the weighted average cost of capital, historical and projected revenue growth and net income.

In estimating the fair value of the Company's common stock, the Trustee and plan management may use third party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the Trustee and plan management evaluate a variety of factors including: review of methods and assumptions used by external sources, recently executed transactions, economic conditions, industry and market developments.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2025:

	Assets at Fair Value as of December 31, 2025			
	Level 1	Level 2	Level 3	Total
Common stock:				
Learning Corporation	$ -	$ -	$ 1,831,200	$ 1,831,200
Total assets at fair value	$ -	$ -	$ 1,831,200	$ 1,831,200

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2025:

	Southern California Learning Corporation Common Stock
Balance, beginning of the year	$ -
Depreciation in fair value of assets	(6,548,800)
Balance, end of the year	$ (6,548,800)
The amount of depreciation in fair value of assets for the period	$ (6,548,800)

NOTE 8 - LONG-TERM LIABILITIES

	December 31, 2025
Note payable to the Southern California Learning Corporation, secured by unallocated shares of company common stock, payable in monthly principal and interest installments of $117,085 The interest rate is 4.55%. The note matures on December 31, 2030.	$ 6,272,745

Maturities of long-term debt for the year ending are as follows:

2026	$ 1,143,263
2027	1,196,380
2028	1,251,965
2029	1,310,133
2030	1,371,024
	$ 6,272,765

NOTE 9 - RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Plan invests in Company common stock and has indebtedness guaranteed by the Company. These are related party and party-in-interest transactions. As described in Notes 1, 2, 5, 7 and 8, the Plan has a number of service providers. Such parties are parties-in-interest under ERISA. These transactions qualify as party-in-interest transactions for which a statutory exception exists. The Company also paid certain administrative expenses of the Plan; including recordkeeping and audit fees.

NOTE 10 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 7, 2026, the date the financial statements were available to be issued.

SUPPLEMENTAL INFORMATION

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN **EIN # 20-4020272**
PLAN YEAR BEGINNING JANUARY 1 AND ENDING DECEMBER 31, 2025 **PLAN # 002**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b)	(c.)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	The Southern California Learning Corporation	40,000 shares of common stock	$ 8,380,000	$ 1,831,200
			$ 8,380,000	$ 1,831,200

*Denotes Party-In-Interest

SOCAL LEARNING
EMPLOYEE STOCK OWNERSHIP PLAN **EIN # 20-4020272**
PLAN YEAR BEGINNING JANUARY 1 AND ENDING DECEMBER 31, 2025 **PLAN # 002**

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(a)	(b)	(c.)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment including maturity date, rate of interest, collateral, par or maturity value	Cost	Current Value
*	The Southern California Learning Corporation	40,000 shares of common stock	$ 8,380,000	$ 1,831,200
			$ 8,380,000	$ 1,831,200

*Denotes Party-In-Interest