

**XTEND, INC.**

**FINANCIAL STATEMENTS**  
September 30, 2024 and 2023

XTEND, INC.  
Grand Rapids, Michigan

FINANCIAL STATEMENTS  
September 30, 2024 and 2023

CONTENTS

INDEPENDENT AUDITOR'S REPORT .....	1
FINANCIAL STATEMENTS	
BALANCE SHEETS .....	3
STATEMENTS OF OPERATIONS.....	4
STATEMENTS OF STOCKHOLDERS' EQUITY .....	5
STATEMENTS OF CASH FLOWS.....	6
NOTES TO FINANCIAL STATEMENTS .....	7

## INDEPENDENT AUDITOR'S REPORT

Board of Directors and Shareholders  
Xtend, Inc.  
Grand Rapids, Michigan

***Opinion***

We have audited the financial statements of Xtend, Inc., which comprise the balance sheets as of September 30, 2024 and 2023, and the related statements of operations, stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Xtend, Inc. as of September 30, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

***Basis for Opinion***

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Xtend, Inc. 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 Xtend, Inc.'s ability to continue as a going concern for one year from the date the financial statements are available to be issued.

## ***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 GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Xtend, Inc.'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 Xtend Inc.'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.

  
Crowe LLP

Grand Rapids, Michigan  
November 22, 2024

XTEND, INC.  
BALANCE SHEETS  
September 30, 2024 and 2023

	<u>2024</u>	<u>2023</u>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 1,813,964	\$ 1,615,881
Certificates of deposit	718,256	492,531
Accounts receivable	444,554	299,338
Accounts receivable related party (Note 6)	34,596	51,979
Prepaid expenses	216,267	159,321
Income taxes receivable	11,999	107,098
Total current assets	<u>3,239,636</u>	<u>2,726,148</u>
Property, plant and equipment		
Equipment	270,806	236,341
Furniture and fixtures	347,841	345,706
Finance leases	90,590	113,048
Leasehold improvements	136,207	136,207
Software	53,676	74,361
Right of use operating lease asset	<u>1,207,479</u>	<u>1,355,726</u>
	2,106,599	2,261,389
Less: accumulated depreciation and amortization	<u>(430,307)</u>	<u>(318,686)</u>
	<u>1,676,292</u>	<u>1,942,703</u>
	<u>\$ 4,915,928</u>	<u>\$ 4,668,851</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities		
Accounts payable	\$ 54,116	\$ 59,403
Accounts payable related party (Note 6)	12,211	10,792
Current portion of finance lease obligation	28,524	29,989
Current portion of operating lease liability	147,535	136,933
Dividend payable	80,709	-
Other liabilities	196,912	122,472
Deferred revenue	12,833	12,017
Total current liabilities	<u>532,840</u>	<u>371,606</u>
Long term liabilities		
Finance lease obligation	14,137	42,661
Operating lease liability (Note 5)	1,156,274	1,304,932
Deferred income taxes (Note 4)	<u>77,300</u>	<u>58,100</u>
	1,247,711	1,405,693
Stockholders' equity		
Common stock no par value, 60,000 shares authorized, shares issued and outstanding: 20,400 and 20,600 at September 30, 2024 and 2023, respectively	2,627,940	2,656,013
Retained earnings	<u>507,437</u>	<u>235,539</u>
	<u>3,135,377</u>	<u>2,891,552</u>
	<u>\$ 4,915,928</u>	<u>\$ 4,668,851</u>

See accompanying notes to financial statements.

XTEND, INC.  
STATEMENTS OF OPERATIONS  
Years ended September 30, 2024 and 2023

---

	<u>2024</u>	<u>2023</u>
<b>Revenues (Notes 6 and 7)</b>	\$ 5,390,138	\$ 4,686,235
Cost of sales	<u>282,452</u>	<u>286,236</u>
<b>Gross margin</b>	5,107,686	4,399,999
Operating expenses	<u>4,736,640</u>	<u>4,695,137</u>
<b>Income (loss) before other income (expense) and income taxes</b>	371,046	(295,138)
Other income (expense)		
Loss on sale of equipment	(5,142)	-
Interest income	<u>99,403</u>	<u>32,980</u>
<b>Income (loss) before income taxes</b>	465,307	(262,158)
Provision (benefit) for income taxes (Note 4)	<u>112,700</u>	<u>(51,100)</u>
<b>Net income (loss)</b>	<u>\$ 352,607</u>	<u>\$ (211,058)</u>

---

See accompanying notes to financial statements.

XTEND, INC.  
STATEMENTS OF STOCKHOLDERS' EQUITY  
Years ended September 30, 2024 and 2023

---

	Common <u>Stock</u>	Retained <u>Earnings</u>	<u>Total</u>
<b>Balance as of, October 1, 2022</b>	\$ 2,654,652	\$ 446,597	\$ 3,101,249
Issuance of 2,800 shares of common stock	61,000	-	61,000
Redemption of 400 shares of common stock	(59,639)	-	(59,639)
Net loss	<u>-</u>	<u>(211,058)</u>	<u>(211,058)</u>
<b>Balances, September 30, 2023</b>	2,656,013	235,539	2,891,552
Redemption of 200 shares of common stock	(28,073)	-	(28,073)
Dividends Declared	-	(80,709)	(80,709)
Net income	<u>-</u>	<u>352,607</u>	<u>352,607</u>
<b>Balances, September 30, 2024</b>	<u>\$ 2,627,940</u>	<u>\$ 507,437</u>	<u>\$ 3,135,377</u>

---

See accompanying notes to financial statements.

XTEND, INC.  
STATEMENTS OF CASH FLOWS  
Years ended September 30, 2024 and 2023

	<u>2024</u>	<u>2023</u>
<b>Cash flows from (used in) operating activities</b>		
Net income (loss)	\$ 352,607	\$ (211,058)
Adjustments to reconcile net income (loss) to net cash from operating activities		
Depreciation and amortization	163,220	152,639
Deferred income taxes	19,200	(48,800)
Loss on sale of equipment	5,142	-
Changes in assets and liabilities		
Accounts receivable	(145,216)	70,870
Accounts receivable related party	17,383	(2,932)
Prepaid expenses	(56,946)	(1,255)
Right of use asset and lease liability	10,191	86,139
Accounts payable	(5,287)	5,592
Accounts payable related party	1,419	(11,055)
Income taxes	95,099	(2,299)
Other liabilities	74,440	(55,854)
Deferred revenue	816	8,017
Net cash from (used in) operating activities	<u>532,068</u>	<u>(9,996)</u>
<b>Cash flows used in investing activities</b>		
Certificates of deposit	(225,725)	(1,271)
Purchases of property and equipment	<u>(50,198)</u>	<u>(55,471)</u>
Net cash used in investing activities	<u>(275,923)</u>	<u>(56,742)</u>
<b>Cash flows used in financing activities</b>		
Dividends paid	-	(208,000)
Redemption of stock	(28,073)	(59,639)
Proceeds from issuance of common stock	-	61,000
Payments on finance lease obligations	<u>(29,989)</u>	<u>(31,559)</u>
Net cash used in financing activities	<u>(58,062)</u>	<u>(238,198)</u>
Net change in cash and cash equivalents	198,083	(304,936)
Cash and cash equivalents, beginning of year	<u>1,615,881</u>	<u>1,920,817</u>
<b>Cash and cash equivalents, end of year</b>	<u>\$ 1,813,964</u>	<u>\$ 1,615,881</u>
<b>Supplemental disclosure of cash flow information</b>		
Income taxes received	\$ 1,600	\$ -
<b>Supplemental disclosures of non cash investing and financing activities</b>		
Recording the operating right of use asset and lease liability upon adoption of ASC 842	\$ -	\$ 1,569,334
Finance lease obligation entered into during the year	-	61,772
Financing activity dividends declared but unpaid	80,709	-

See accompanying notes to financial statements.



XTEND, INC.  
NOTES TO FINANCIAL STATEMENTS  
September 30, 2024 and 2023

---

**NOTE 1 – NATURE OF BUSINESS**

Nature of Business: Xtend, Inc. (“the Company”) was organized for the purpose of providing and/or coordinating resources and opportunities for the credit union industry. The Company provides managerial, operational and technical planning and consulting, outsourcing of technical and human resources, and coordination of marketing efforts for financial services located primarily in Michigan. Revenue is recognized based on billings to customers as services are performed.

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES**

Recently Adopted Accounting Pronouncements: Effective October 1, 2023, the Company adopted Accounting Standards Update (ASU) 2016-13, *Credit Losses – Measurement of Credit Losses on Financial Instruments*. The Company adopted the new credit loss standard and all of the related amendments, which replaced the incurred loss impairment method with a method that reflects lifetime expected credit losses. Adoption of the ASU had no impact on these financial statements. The comparative information has not been restated and continues to be reported under the accounting standard in effect for those periods.

Statement of Cash Flows: For the purpose of the statement of cash flows, cash and cash equivalents includes demand deposit accounts, savings accounts, money market accounts and instruments purchased with a maturity of three months or less. The Company frequently has deposits in excess of \$250,000 at various financial institutions, some of which are also shareholders.

Certificates of Deposit: Certificates of deposit consist of bank time deposits with original maturity dates greater than 90 days and with remaining maturity dates of less than 365 days. These certificates of deposit have a fixed rate of interest which is paid upon maturity. They may not be redeemed before the maturity date without a penalty and are not transferable.

Accounts Receivable: The Company sells to customers using credit terms customary in its industry. Interest is not normally charged on receivables. Management establishes a reserve for losses on its accounts based on historic loss experience and current economic conditions. Losses are charged off to the reserve when management deems further collection efforts will not produce additional recoveries. These financial statements contain no allowance for credit losses since management expects that receivables are fully collectible. Accounts receivable, including accounts receivable with related parties, was approximately \$419,000 at October 1, 2022.

Revenue Recognition: The Company recognizes revenue from contracts with customers when (or as) control of the promised services transfers to the customer. This generally occurs as the services are provided to the customer. Revenue is recorded at the amount of consideration the Company expects to be entitled to in exchange for the services, which includes an estimate of expected refunds when applicable. Revenue is recorded net of sales tax. For more information about the Company’s revenue from contracts with customers, refer to Note 7, Revenue Recognition.

Property and Equipment: Property and equipment are stated at cost. Depreciation is computed using straight-line and accelerated methods over the estimated useful lives of the assets. Leasehold improvements are depreciated over the estimated useful life or lease term, whichever is less. When properties are retired or otherwise disposed of, the appropriate accounts are relieved of cost and accumulated depreciation, and any resulting gain or loss is recognized.

---

(Continued)

XTEND, INC.  
NOTES TO FINANCIAL STATEMENTS  
September 30, 2024 and 2023

---

**NOTE 2 – SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Leases: At the inception of an arrangement, the Company determines if an arrangement is a lease based on all relevant facts and circumstances. Leases are classified as operating or finance leases at the lease commencement date. Operating leases are included in right-of-use assets, short term lease liabilities and long-term lease liabilities on the balance sheets. Finance leases are included in property, plant, and equipment and current portion finance lease liability and finance lease liability long-term on the balance sheets. Lease expense is recognized on a straight-line basis over the lease term. Leases with a term of 12 months or less (short-term leases) are not recorded on the balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and operating lease liabilities represent the obligation to make lease payments arising from the lease. ROU assets and operating and finance lease liabilities are recognized at the lease commencement date based on the estimated present value of lease payments over the lease term. ROU assets also include prepaid rent and are adjusted by the unamortized balance of lease incentives. As the implicit rate is generally not readily determinable for all of the leases, the Company has made a policy election, to use the risk free discount rate, in determining the present value of lease payments.

Advertising: The Company expenses advertising costs as incurred. Advertising costs for the years ended September 30, 2024 and 2023 were \$20,969 and \$3,821, respectively.

Income Taxes: The Company is a taxable corporation for federal income tax purposes. The Company records income tax expense based on the amount of taxes due on its tax return plus deferred taxes computed based on the expected future consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities, using enacted tax rates.

Uncertain tax positions are recognized and measured under provisions of FASB ASC 740. These provisions require the Company to recognize a tax benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the more likely than not test, no tax benefit is recorded.

The Company recognizes interest and penalties related to unrecognized tax benefits in interest and income tax expense, respectively. There were no amounts expensed or accrued as of and for the years ended September 30, 2024 and 2023 for tax related interest and penalties.

The Company is no longer subject to examination for federal tax years before 2019 and for state income taxes before 2018. The Company does not expect that total amount of unrecognized tax benefits to significantly increase or decrease in the next 12 months.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Subsequent Events: Management has performed an analysis of the activities and transactions subsequent to September 30, 2024 to determine the need for any adjustments to and/or disclosures within these financial statements for the year ended September 30, 2024. Management has performed their analysis through November 22, 2024, the date the financial statements were available for issuance and has determined that there are no subsequent events to disclose.

---

(Continued)

XTEND, INC.  
NOTES TO FINANCIAL STATEMENTS  
September 30, 2024 and 2023

---

**NOTE 3 – CAPITAL STOCK**

The Company has issued common stock with all shares having voting rights and containing transfer restrictions.

The Company is obligated to purchase shares of withdrawing stockholders within 60 days of the stockholders' written request. The purchase price of the stock is the book value of the stock as of the end of the prior fiscal year. The Company does not have any purchase obligations as of September 30, 2024 and 2023.

**NOTE 4 – INCOME TAXES**

The provision for income taxes consists of the following:

	<u>2024</u>	<u>2023</u>
Current federal and state income tax expense (benefit)	\$ 93,500	\$ (2,300)
Deferred federal and state income tax expense (benefit)	<u>19,200</u>	<u>(48,800)</u>
	<u>\$ 112,700</u>	<u>\$ (51,100)</u>

Deferred tax assets and liabilities are as follows:

	<u>2024</u>	<u>2023</u>
Deferred tax assets	\$ 332,183	\$ 412,770
Deferred tax liabilities	<u>(409,483)</u>	<u>(470,870)</u>
	<u>\$ (77,300)</u>	<u>\$ (58,100)</u>

The effective rate for federal income tax differs from the statutory rate due to the effect of various nondeductible expenses.

Deferred tax assets and liabilities result from temporary differences between financial statements and tax returns for the recognition of prepaid expenses and accumulated depreciation.

**NOTE 5 – LEASE COMMITMENTS**

The Company is obligated, under an operating lease agreement, for its facility. The Company has recorded an operating right of use asset, lease liability - current, and lease liability – long-term on the balance sheets at September 30, 2024 and 2023.

The remaining lease life was 7.00 and 8.00 years as of September 30, 2024 and 2023, respectively. The discount rate for the lease was 3.67 % at September 30, 2024 and 2023.

---

(Continued)

XTEND, INC.  
NOTES TO FINANCIAL STATEMENTS  
September 30, 2024 and 2023

---

**NOTE 5 – LEASE COMMITMENTS** (Continued)

The Company's recorded rent expense under the operating lease agreement was \$199,687 and \$198,476 for the years ended September 30, 2024 and 2023, respectively. At September 30, 2024, future minimum rental payments due under the operating lease are as follows:

2025	\$ 193,488
2026	199,296
2027	205,272
2028	211,428
Thereafter	<u>672,869</u>
Total lease payments	1,482,353
Less: imputed interest	<u>(178,544)</u>
Present value of right of use liability	<u>\$ 1,303,809</u>

The Company is obligated under various finance lease agreements for computer related equipment. Lease payments are generally due monthly and expire at various dates through June 2026. Assets recorded under finance leases amount to the following:

	<u>2024</u>	<u>2023</u>
Equipment	\$ 90,590	\$ 113,048
Accumulated depreciation	<u>(49,470)</u>	<u>(41,654)</u>
	<u>\$ 41,120</u>	<u>\$ 71,394</u>

Future minimum payments due under finance leases are as follows:

2025	\$ 29,786
2026	<u>14,338</u>
Total minimum lease payments	44,124
Less: amounts representing interest	<u>(1,463)</u>
	42,661
Current portion of finance lease obligations	<u>28,524</u>
Long-term portion of finance lease obligations	<u>\$ 14,137</u>

**NOTE 6 – RELATED PARTY TRANSACTIONS**

The Company provides services to all of its stockholders. Revenues from transactions with stockholders constituted 64% and 62% of total revenues during the years ended September 30, 2024 and 2023, respectively. At September 30, 2024 and 2023, 46% and 68%, respectively, of the Company's accounts receivable were from its stockholders. Cash and cash equivalents held at stockholder credit unions totaled approximately \$122,000 and \$41,000 at September 30, 2024 and 2023, respectively. Certificates of deposit held at stockholder credit unions totaled approximately \$495,000 and \$493,000 at September 30, 2024 and 2023, respectively.

---

(Continued)

XTEND, INC.  
NOTES TO FINANCIAL STATEMENTS  
September 30, 2024 and 2023

---

**NOTE 6 – RELATED PARTY TRANSACTIONS (Continued)**

The Company has entered into an agreement for a stockholder to provide operational support services through September 30, 2022 at \$9,143 per month and renewed on an annual basis. Services under the agreement include the use of office space, computer equipment, and shared services. The Company also has the ability to lease employees from this stockholder and is invoiced monthly for the actual costs incurred. The Company incurred expense from this stockholder of \$109,713 for the years ended September 30, 2024 and 2023. The Company provides services to this stockholder in the normal course of business. Sales were \$527,513 and \$609,767 during the years ended September 30, 2024 and 2023, respectively. At September 30, 2024 and 2023, amounts due from this stockholder included in accounts receivable - related party were \$34,596 and \$51,979, respectively. The Company also had accounts payable due to this stockholder of \$12,211 and \$10,792 at September 30, 2024 and 2023, respectively.

**NOTE 7 – REVENUE RECOGNITION**

Revenues are recognized when control of the promised services transfers to the Company's customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those services.

The Company has four revenue streams as detailed below:

*Contact Center*

This revenue stream includes services for the customer call center. The Company's primary performance obligations consist of monthly access and completion of the services in accordance with the terms of the relevant contract. Revenue is recognized over time for monthly access and at the point in time the services are completed.

*Communications*

This revenue stream includes services for advertising, design, and credit union member contact. The Company's primary performance obligations consist of monthly access and completion of the services in accordance with the terms of the relevant contract. Revenue is recognized over time for monthly access and at the point in time the services are completed.

*Bookkeeping*

This revenue stream includes services for customer bookkeeping. The Company's primary performance obligation consists of completion of the services in accordance with the terms of the relevant contract. Revenue is recognized over time as the services are provided.

*Mortgage Servicing*

This revenue stream includes services for escrow administration, investor reporting, and portfolio conversion. The Company's primary performance obligation consists of completion of the services in accordance with the terms of the relevant contract. Revenue is recognized at the point in time the services are completed.

The Company either invoices the customer upon completion of the promised services, at which time it has an unconditional right to payment, or invoices at the start of the service period, resulting in deferred revenue being recognized over the service period. Standard payment terms are 30 days with some customers receiving 45, 60, or 90-day terms. The transactions with customers do not include any variable consideration. Accounts receivable, on the balance sheet represents trade receivables for invoiced goods.

---

(Continued)

XTEND, INC.  
NOTES TO FINANCIAL STATEMENTS  
September 30, 2024 and 2023

---

**NOTE 7 – REVENUE RECOGNITION (Continued)**

The Company may receive advance payments from customers which are deferred until satisfying the performance obligations by completion of the service. The Company assesses the expected satisfaction of performance obligations related to the prepayment and has recorded a contract liability as deferred revenue on the balance sheet at September 30, 2024.

Significant Judgments and Practical Expedients Applied: Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods and services. Sales and other taxes collected concurrent with revenue-producing activities are excluded from revenue. Incidental items that are immaterial in the context of the contract are not recognized as separate performance obligations to which a portion of revenue would otherwise be allocated.

The Company's contracts typically do not result in situations where there is a time period greater than one year between performance under the contract and collection of the related consideration. The Company elected a practical expedient related to significant financing components, where the Company expects, at contract inception, that the period between the entity's transfer of a promised good to a customer and the customer's payment for that good will be one year or less.

The Company also applies a practical expedient related to costs to obtain a contract and recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the incurred costs that the Company otherwise would have capitalized is one year or less. These costs are included in selling, general and administrative expenses on the statements of operations.

The Company applies a practical expedient and does not disclose information about remaining performance obligations that have original expected durations of one year or less. The Company does not have material contracts that have original expected durations of more than one year.

**NOTE 8 – RETIREMENT PLAN**

The Company participates in a 401(k) plan in which substantially all of its employees may participate. The plan includes a provision for the Company to match a percentage of the employees' contributions at a rate prescribed in the plan agreement. The Company's contributions to the plan resulted in expense of \$73,837 and \$73,982 for the years ended September 30, 2024 and 2023, respectively.