

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Microwave Filter Company, Inc.

6743 Kinne Street, East Syracuse, New York 13057

(315) 438-4700

Dick-j@microwavefilter.com

3663

Annual Report

For the period ending 9/30/2023

Outstanding Shares

The number of shares outstanding of our Common Stock was: 2,576,166

2,577,512 as of June 30, 2023

2,577,512 as of September 30, 2022

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control¹ of the company has occurred over this reporting period:

Yes: No:

¹ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

Microwave Filter Company, Inc.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

New York

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

The address(es) of the issuer's principal executive office:

6743 Kinne Street, East Syracuse, New York 13057

The address(es) of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Microwave Filter Company, Inc.

Phone: 315-438-4758

Email: dick-j@microwavefilter.com

Address: 6743 Kinne Street, East Syracuse, New York 13057

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol: mfco
 Exact title and class of securities outstanding: common
 CUSIP: 595176108
 Par or stated value: \$.10
 Total shares authorized: 5,000,000 as of date: 9/30/2023
 Total shares outstanding: 2,576,166 as of date: 9/30/2023
 Total number of shareholders of record: 434 as of date: 9/30/2023

All additional class(es) of publicly quoted or traded securities (if any):

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____
 Total number of shareholders of record: _____ as of date: _____

Trading symbol: _____
 Exact title and class of securities outstanding: _____
 CUSIP: _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding: _____ as of date: _____
 Total number of shareholders of record: _____ as of date: _____

Other classes of authorized or outstanding equity securities:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g. preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

Exact title and class of the security: _____
 CUSIP (if applicable): _____
 Par or stated value: _____
 Total shares authorized: _____ as of date: _____
 Total shares outstanding (if applicable): _____ as of date: _____
 Total number of shareholders of record (if applicable): _____ as of date: _____

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. For common equity, describe any dividend, voting and preemption rights.

dividends when approved by board, 1 vote per share, no preemption rights

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

None

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: Yes: (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date <u>09/30/2021</u>	Common: <u>2,577,531</u> Preferred: _____								
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per	Were the shares issued at a discount to market price at	Individual/ Entity Shares were issued to. *You must disclose the	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.

				share) at Issuance	the time of issuance? (Yes/No)	control person(s) for any entities listed.	Services Provided		
10/15/2021	Returned to treasury	19	Common	n/a	n/a	n/a	n/a	Unrestricted	n/a
8/15/2023	Returned to treasury	1346	Common	n/a	n/a	n/a	n/a	Unrestricted	n/a
Shares Outstanding on Date of This Report:									
	Ending	Balance							
Ending Balance:									
Date <u>9/30/2023</u>	Common: <u>2,576,166</u>								
	Preferred:	_____							

Example: A company with a fiscal year end of December 31st, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities :

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. (Please ensure that these descriptions are updated on the Company's Profile on www.otcmarkets.com).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Established in 1967 in East Syracuse, New York, MFC occupies a modern 40,000 square foot facility with an impressive complement of analytical and design software, test instrumentation, prototype and manufacturing equipment to create passive filters, components and sub systems in the frequency range of 10 MHz to 50 GHz.

MFC manufactures radio frequency (RF) filters and related components for eliminating interference and facilitating signal processes for such markets as Cable Television, Broadcast, Commercial and Military Communications, Avionics, Radar, Navigation and Defense. The Company designs waveguide, stripline/microstrip, transmission line, miniature/subminiature and lumped constant filters. Configurations include bandpass, highpass, lowpass, bandstop, multiplexers, tunable notch, tunable bandpass, high power filters, amplitude equalized, delay equalized and filter networks. The Company actively produces over 1,700 standard products and has designed more than 5,000 custom products for specialized applications.

The manufacturing facility includes a modern CAD system, a test department with automated network analyzers to 50 GHz, a high capacity conveyor soldering oven and a fully compliant finishing operation. The Company's Quality Management System has been ISO 9001:2015 recognizing the Company as a quality vendor.

Efficient Computer simulation, design and analysis software enhanced by proprietary MFC developed software, allow rapid and accurate filter development at reasonable cost. Automated network analyzers provide rigorous product testing and performance data storage on a serial number basis in most cases.

A network based CAD system allows the transfer of data and programs to the CNC turning and milling centers for fabrication of machined parts. Prototype PC boards are similarly produced by computer controlled PC board mills.

A Grieve high capacity conveyor soldering oven is used for production of large quantity assemblies while smaller production quantities are assembled at hand soldering or brazing stations.

B. List any subsidiaries, parent company, or affiliated companies.

Niagara Scientific, Inc. - Wholly owned subsidiary

C. Describe the issuers' principal products or services.

MFC manufactures radio frequency (RF) filters and related components for eliminating interference and facilitating signal processing for such markets as Cable Television, Broadcast, Commercial and Military Communications, Avionics, Radar, Navigation and Defense. The Company designs waveguide, stripline/microstrip, transmission line, miniature/subminiature and lumped constant filters. Configurations include bandpass, highpass, lowpass, bandstop, multiplexers, tunable notch, tunable bandpass, high power filters, amplitude equalized, delay equalized and filter networks. The Company actively produces over 1,700 standard products and has designed more than 5,000 custom products for specialized applications.

5) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have

complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

6) Officers, Directors, and Control Persons

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Carl Fahrenkrug, Jr	Chief Executive Officer, Director	Manlius NY	23,586	Common	Less than 1%	
Richard Jones	Chief Financial Officer	Fayetteville NY	0			
Samuel Fanizzi	Vice President Marketing	North Syracuse NY	0			
Robert Paul	Vice President Engineering	Syracuse NY	0			
Daniel Herrmann	Director	Marcy NY	0			
Carl Fahrenkrug Sr.	Director	Manlius NY	72,298	Common	2.8%	
Sidney Chong	Director	Syracuse NY	0			
Kevin Fallis	Director	Dewitt NY	0			
John Kennedy	Chairman of the Board	Syracuse NY	1000	Common	Less than 1%	
Thomas Quartier	Director	Syracuse, NY	0			
Irene Scruton	Director	Syracuse, NY	0			
Anne Tindall	Director	Syracuse, NY	0			

7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

None

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: James Gascon
Firm: Costello & Fearon, PLLC
Address 1: 211 West Jefferson Street
Address 2: Syracuse, New York 13202
Phone: 315-422-1152
Email: jjg@ccf-law.com

Accountant or Auditor

Name: Victor Vaccaro
Firm: Dannible & McKee, LLP
Address 1: 221 South Warren Street
Address 2: Syracuse, New York 13202
Phone: 315-472-9127
Email: vvaccaro@dmpas.com

Investor Relations

Name: Richard Jones
Firm: Microwave Filter Company, Inc.
Address 1: 6743 Kinne Street
Address 2: East Syracuse, New York 13057
Phone: 315-438-4758
Email: dick-j@microwavefilter.com

All other means of Investor Communication:

Twitter: _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement.** This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Financial Statements

A. The following financial statements were prepared in accordance with:

- IFRS
- U.S. GAAP

B. The following financial statements were prepared by (name of individual)²:

Name: Richard Jones
Title: Chief Financial Officer
Relationship to Issuer: Chief Financial Officer

Describe the qualifications of the person or persons who prepared the financial statements: Accountant, 40+
year experience

Provide the following financial statements for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- a. Audit letter, if audited;
- b. Balance Sheet;
- c. Statement of Income;
- d. Statement of Cash Flows;
- e. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- f. Financial Notes

² The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

MICROWAVE FILTER COMPANY, INC.

FINANCIAL STATEMENTS

FOR THE TWELVE MONTHS ENDED SEPTEMBER 30, 2023

To the Shareholders:

In FY2023 MFC saw a decrease in net sales of \$1,380,068, or 26.5% compared to FY2022. Operating profit decreased \$518,916 to a loss of \$188,250 in 2023 compared to profit of \$330,660 in 2022. The overall decrease in profitability is due to the decrease in domestic sales of 5G products and delays in multiple large orders that were expected in FY2023. These orders are expected to occur in fiscal 2024.

Cash and cash equivalents increased by \$82,043 this year.

Satellite sales decreased \$1,282,492, or 46.5% to \$1,477,879 compared to \$2,759,879 last year. The decrease can be attributed to a decrease in domestic sales of our 5G filters, which more than offset the increase in international 5G sales.

RF/Microwave product sales decreased \$65,259, or 3.9% to \$1,612,301 compared to \$1,677,560 last year. MFC's RF/Microwave products are sold primarily to Original Equipment Manufacturers (OEM) that serve the mobile radio, commercial communications, aerospace and defense electronics markets.

MFC's Broadcast TV product sales increased \$20,698 to \$439,374 compared to \$418,676 last year.

MFC's Cable TV product sales decreased \$53,015 to \$305,878 when compared to \$358,893 last year.

The Board of Directors and Management of Microwave Filter continue to be optimistic about the future. The company continues to invest in production engineering, product development and developing OEM partners in key market segments for worldwide customers, including 5G, 5G related, satcom and other RF specialized solutions including aerospace. We continue to believe that 5G will be an important market especially internationally. We believe that specialized markets and applications will lead to our greatest growth opportunities.

MFC is in a strong financial position. This cash position is sufficient to provide the resources needed to execute our strategies. The management of MFC is particularly appreciative of our partners and employees as we continue to innovate into the future.

Sincerely,



Carl F. Fahrenkrug, Jr
Chief Executive Officer



John Kennedy
Chairman of the Board

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS

Microwave Filter Company, Inc. (MFC) operates primarily in the United States and principally in one industry. The Company extends credit to business customers, including original equipment manufacturers (OEMs), distributors and other end users, based upon ongoing credit evaluations. MFC designs, develops, manufactures and sells electronic filters, both for radio and microwave frequencies, to help process signal distribution and to prevent unwanted signals from disrupting transmit or receive operations. Markets served include 5G, cable television, television and radio broadcast, satellite broadcast, mobile radio, commercial, aerospace and defense electronics.

THE IMPACT OF COVID-19

The public health crisis caused by the COVID-19 pandemic has impacted MFCs operations and financial results. MFC serves as an essential manufacturing business and has continued to be operational. There continues to be significant uncertainties associated with the COVID-19 pandemic which could have a material impact on MFCs business, financial position, results of operations and cash flows.

RESULTS OF OPERATION

The following table sets forth the Company's net sales by major product group for each of the fiscal years in the period ended September 30, 2023.

<u>Product Group</u>	<u>Fiscal 2023</u>	<u>Fiscal 2022</u>
Satellite	\$ 1,477,387	\$ 2,759,879
RF/Microwave	1,612,301	1,677,560
Broadcast TV	439,374	418,676
Cable TV	<u>305,878</u>	<u>358,893</u>
Total	\$ 3,834,940	\$ 5,215,008
Sales backlog at 9/30	\$ 637,096	\$ 1,109,989

Fiscal 2023 compared to fiscal 2022

Net sales decreased \$1,380,068, or 26.5%, to \$3,834,940 during the year ended September 30, 2023 when compared to sales of \$5,215,008 during the year ended September 30, 2022.

Satellite sales decreased \$1,282,492, or 46.5%, to \$1,477,387 compared to \$2,759,879 last year. The decrease can be attributed to a decrease in demand for our 5G filters.

RF/Microwave product sales increased \$65,259, or 3.9% to \$1,612,301 compared to \$1,677,560 last year. MFC's RF/Microwave products are sold primarily to Original Equipment Manufacturers (OEM) that serve the mobile radio, commercial communications and defense electronics markets.

MFC's Broadcast TV product sales increased \$20,698 to \$439,374 compared to \$418,676 last year.

MFC's Cable TV product sales decreased \$53,015 to \$305,878 when compared to \$358,893 last year.

At September 30, 2023, the Company's total backlog of orders, which represents firm orders from customers, equaled \$637,096 compared to \$1,109,989 at September 30, 2022. The total Company backlog at September 30, 2023 is scheduled to ship during fiscal 2024. However, backlog is not necessarily indicative of future sales. Accordingly, the Company does not believe that its backlog at any particular date is representative of actual sales for any succeeding period.

Gross profit decreased \$641,535 to \$1,127,251 during the fiscal year ended September 30, 2023 compared to \$1,768,786 during the fiscal year ended September 30, 2022. As a percentage of sales, gross profit equaled 29.4% during fiscal 2023 compared to 33.9% during fiscal 2022 primarily due to the decrease in sales.

Selling, general and administrative (SG&A) expenses decreased \$122,625 to \$1,315,501 during fiscal 2023 compared to SG&A expenses of \$1,438,126 during fiscal 2022 primarily due to a decrease in payroll expense.

Other income was \$17,319 during fiscal 2023 compared to \$323,760 during fiscal 2022 primarily due to the Paycheck Protection Program loan forgiveness in the amount of \$309,682.

The Company recorded income taxes of \$50 and \$100 for the fiscal year ended September 30, 2023 and September 30, 2022. Any other provision for income tax expense was fully offset by a reversal of a portion of the Company's valuation allowance. Any benefit for losses has been subject to a valuation allowance since the realization of the deferred tax benefit is not considered more likely than not. As required by FASB ASC 740 the Company has evaluated the positive and negative evidence bearing upon the realization of its deferred tax assets. The Company has determined that, at this time, it is more likely than not that the Company will not realize all of the benefits of federal and state deferred tax assets, and, as a result, a valuation allowance was established. See Note 6 to the consolidated financial statements.

LIQUIDITY AND CAPITAL RESOURCES

MFC defines liquidity as the ability to generate adequate funds to meet its operating and capital needs. The Company's primary source has been funds provided by operations and its existing cash balances.

	September 30	
	<u>2023</u>	<u>2022</u>
Cash & cash equivalents	\$ 920,921	\$ 838,878
Working capital	\$ 1,369,410	\$1,432,132
Current ratio	5.3 to 1	4.3 to 1
Long-term debt	\$ 0	\$ 0

Cash & cash equivalents increased \$82,043 to \$920,921 at September 30, 2023 when compared to \$838,878 at September 30, 2022. The increase was a result of \$68,382 in net cash provided by operating activities, \$18,833 in net cash used for capital expenditures, \$33,167 in proceeds from return of equipment and \$673 in cash used to purchase treasury stock.

Net cash provided by operating activities fluctuates between periods primarily as a result of differences in sales and net income and the timing of the collection of accounts receivable, purchase of inventory and payment of accounts payable.

The \$18,833 in fixed asset purchases consisted of machinery and equipment. During fiscal 2023, the Company returned a piece of equipment and received a refund for the full capitalized amount.

Management believes that its working capital requirements for the foreseeable future will be met by its existing cash balances, future cash flows from operations and its current credit arrangements

Off-Balance Sheet Arrangements

At September 30, 2023 and 2022, the Company did not have any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special entities, which might have been established for the purpose of facilitates off-balance sheet arrangements.



MICROWAVE FILTER COMPANY, INC.

AND

SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

* * *

SEPTEMBER 30, 2023 AND 2022

Independent Accountant's Review Report

December 11, 2023

To the Board of Directors and Stockholders
of Microwave Filter Company, Inc. and Subsidiaries

We have reviewed the accompanying consolidated financial statements of Microwave Filter Company, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of September 30, 2023 and 2022, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the consolidated financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

Accountant's Responsibility

Our responsibility is to conduct the review engagements in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the consolidated financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Microwave Filter Company, Inc. and Subsidiaries and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our reviews.

Accountant's Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Dannible & McKee, LLP

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	<u>September 30,</u>	
<u>Assets</u>	<u>2023</u>	<u>2022</u>
Current assets:		
Cash and cash equivalents (Note 1)	\$ 920,921	\$ 838,878
Trade accounts receivable, net of allowance (Note 1)	495,212	633,900
Inventories (Notes 1 and 2)	196,531	335,680
Prepaid expenses and other current assets	<u>74,885</u>	<u>57,074</u>
Total current assets	1,687,549	1,865,532
Property, plant and equipment, net (Notes 1 and 3)	747,828	859,718
Operating lease right-of-use asset (Notes 1 and 4)	<u>16,326</u>	<u>-</u>
	<u>\$ 2,451,703</u>	<u>\$ 2,725,250</u>
<u>Liabilities and Stockholders' Equity</u>		
Current liabilities:		
Accounts payable	\$ 140,658	\$ 244,868
Customer deposits (Note 1)	36,746	14,371
Current portion of operating lease liability (Notes 1 and 4)	2,958	-
Accrued expenses	<u>137,777</u>	<u>174,161</u>
Total current liabilities	318,139	433,400
Operating lease liability (Notes 1 and 4)	<u>13,368</u>	<u>-</u>
Total liabilities	<u>331,507</u>	<u>433,400</u>
Stockholders' equity:		
Common stock, \$.10 par value - 5,000,000 shares authorized, Issued 4,324,140 in 2023 and 2022, Outstanding 2,576,166 in 2023 and 2,577,512 in 2022	432,414	432,414
Additional paid-in capital	3,248,706	3,248,706
Retained earnings	135,802	306,783
Treasury stock, at cost (Note 1) - 1,747,974 shares in 2023 and 1,746,628 in 2022	<u>(1,696,726)</u>	<u>(1,696,053)</u>
	<u>2,120,196</u>	<u>2,291,850</u>
	<u>\$ 2,451,703</u>	<u>\$ 2,725,250</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	<u>Year ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Net sales	\$ 3,834,940	\$ 5,215,008
Cost of goods sold	<u>2,707,689</u>	<u>3,446,222</u>
Gross profit	1,127,251	1,768,786
Selling, general and administrative expenses (Note 1)	1,309,796	1,434,724
Operating lease expense (Note 4)	<u>5,705</u>	<u>3,402</u>
Income (loss) before other income (expense)	<u>(188,250)</u>	<u>330,660</u>
Other income (expense):		
Interest income (expense), net	13,174	(677)
Other income	4,145	14,755
Paycheck Protection Program loan forgiveness (Note 1)	<u>-</u>	<u>309,682</u>
	<u>17,319</u>	<u>323,760</u>
Income (loss) before provision for income taxes	(170,931)	654,420
Provision for income taxes (Notes 1 and 6)	<u>(50)</u>	<u>(100)</u>
Net income (loss)	<u>\$ (170,981)</u>	<u>\$ 654,320</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	<u>Common Stock</u>		<u>Additional Paid-in Capital</u>	<u>Retained Earnings (Accumulated Deficit)</u>	<u>Treasury Stock</u>		<u>Total Stockholders' Equity</u>
	<u>Shares</u>	<u>Amount</u>			<u>Shares</u>	<u>Amount</u>	
Balance at September 30, 2021	4,324,140	\$ 432,414	\$ 3,248,706	\$ (347,537)	1,746,609	\$ (1,696,042)	\$ 1,637,541
Net income	-	-	-	654,320	-	-	654,320
Purchase of Treasury stock	-	-	-	-	19	(11)	(11)
Balance at September 30, 2022	4,324,140	432,414	3,248,706	306,783	1,746,628	(1,696,053)	2,291,850
Net loss	-	-	-	(170,981)	-	-	(170,981)
Purchase of Treasury stock	-	-	-	-	1,346	(673)	(673)
Balance at September 30, 2023	<u>4,324,140</u>	<u>\$ 432,414</u>	<u>\$ 3,248,706</u>	<u>\$ 135,802</u>	<u>1,747,974</u>	<u>\$ (1,696,726)</u>	<u>\$ 2,120,196</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	<u>Year ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
<u>Increase (decrease) in cash and cash equivalents</u>		
Cash flows from operating activities:-		
Net income (loss)	\$ (170,981)	\$ 654,320
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation	97,556	69,943
(Increase) decrease in trade accounts receivable	138,688	(27,397)
Decrease in inventories	266,923	126,815
Decrease in inventory obsolescence provision	(127,774)	(95,052)
(Increase) decrease in prepaid expenses and other current assets	(17,811)	13,593
Paycheck Protection Program loan forgiveness (Note 1)	-	(309,682)
Increase (decrease) in accounts payable	(104,210)	102,455
Increase (decrease) in customer deposits	22,375	(35,870)
Decrease in accrued expenses	<u>(36,384)</u>	<u>(23,939)</u>
Net cash provided by operating activities	<u>68,382</u>	<u>475,186</u>
Cash flows from investing activities:		
Capital expenditures	(18,833)	(508,235)
Proceeds from return of equipment	<u>33,167</u>	<u>-</u>
Net cash provided by (used for) investing activities	<u>14,334</u>	<u>(508,235)</u>

- CONTINUED -

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(- CONTINUED -)

	<u>Year ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Cash flows from financing activities:		
Principal payments on long-term borrowings	-	(109,642)
Purchase of Treasury stock (Note 1)	<u>(673)</u>	<u>(11)</u>
Net cash used for financing activities	<u>(673)</u>	<u>(109,653)</u>
Net increase (decrease) in cash and cash equivalents	82,043	(142,702)
Cash and cash equivalents, beginning of year	<u>838,878</u>	<u>981,580</u>
Cash and cash equivalents, end of year	<u>\$ 920,921</u>	<u>\$ 838,878</u>
 <u>Supplemental disclosure of cash flow information</u>		
Cash paid during the year for interest	<u>\$ -</u>	<u>\$ 1,940</u>
Cash paid during the year for taxes	<u>\$ 50</u>	<u>\$ 50</u>

See accompanying notes and independent accountant's review report.

MICROWAVE FILTER COMPANY, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 - Summary of significant accounting policies

Nature of business - Microwave Filter Company, Inc. (“MFC”) and its wholly-owned Subsidiaries (Niagara Scientific, Inc. [“NSI”] and Microwave Filter International, LTD. [“MFI”]), (collectively, the “Company”), are engaged in the business of designing, developing, manufacturing and selling electronic filters, both for radio and microwave frequencies, to help process signal distribution and to prevent unwanted signals from disrupting transmit or receive operations. The Company is located in Syracuse, New York.

Principles of consolidation - The accompanying consolidated financial statements include the accounts of MFC and its wholly-owned subsidiaries, NSI and MFI, a dormant entity. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and cash equivalents - For purposes of the consolidated statements of cash flows, the Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Accounts receivable and credit policies - The Company extends credit to business customers based upon ongoing credit evaluations. Accounts receivable are unsecured customer obligations due under normal trade terms, generally requiring payment within thirty (30) days from the invoice date. Accounts receivable are stated at the amount billed to the customer, and interest is not charged on the accounts. Customer account balances with invoices over ninety (90) days old are considered delinquent. Payments of accounts receivable are allocated to the specific invoices identified on the customer’s remittance advice or, if unspecified, are applied to the earliest unpaid invoices.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management’s best estimate of the amounts that will not be collected. Management individually reviews customer accounts receivable that exceed ninety (90) days and estimates the portion that will not be collected. Management also calculates a reserve for returns and other customer allowances. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. Accounts receivable is shown net of an allowance for doubtful accounts, credits and discounts of approximately \$4,000 at September 30, 2023 and 2022.

Economic dependency and concentration of credit risk - The Company had sales to two customers representing 42% of total sales for the year ended September 30, 2023, compared to three customers that represented 58% of total sales for the year ended September 30, 2022. Accounts receivable at September 30, 2023 and 2022, included \$226,843 and \$267,607, respectively, that was due from these customers.

The Company maintains cash in bank accounts at various financial institutions. Amounts held in these accounts may, at times, exceed the amounts insured by the Federal Deposit Insurance Corporation (FDIC). Amounts in excess of FDIC insurance limits are subject to normal credit risk.

Revenue recognition - The Company recognizes revenue at a point-in-time once control over the finished product has transferred to the customer. Accordingly, revenue is recognized when the customer takes title and assumes the risks and rewards of ownership, generally at the time of shipment. When revenue is recognized in accordance with the above terms, the trade accounts receivable is recorded.

Inventories - Inventories are valued at the lower of cost (first-in, first-out [FIFO] method) or net realizable value. Net realizable value is determined as the estimated selling price in the normal course of business, minus the cost of completion, disposal and transportation. Work in process and finished goods include materials, direct labor and allocated factory overhead. See Note 2.

Property, plant and equipment - Property, plant and equipment are recorded at cost. Depreciation is computed for financial statement purposes using the straight-line method over the estimated useful lives of the assets, while for income tax purposes, depreciation is computed using methods and lives prescribed by the appropriate income tax regulations.

Depreciation for financial statement purposes is computed using asset lives as follows:

Buildings	10 to 30 years
Machinery & equipment	3 to 10 years
Office equipment & fixtures	3 to 10 years

Expenditures for maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property, plant or equipment are sold or retired, the related cost and accumulated depreciation are removed from the accounts and any gain or loss is included in income. See Note 3.

Customer deposits - Customer deposits consist of down payments from customers on future orders. The deposits remain as liabilities to the Company until the customer orders are completed.

Leases - The Company determines if an arrangement contains a lease at contract inception. With the exception of short-term leases (leases with terms less than 12 months), all leases with contractual fixed costs are recorded on the balance sheet on the lease commencement date as a ROU asset and a lease liability. Lease liabilities are initially measured at the present value of the minimum lease payments and subsequently increased to reflect the interest accrued and reduced by the lease payments affected. ROU assets are initially measured at the present value of the minimum lease payments adjusted for any prior lease payments, lease incentives and initial direct costs. Certain leases may contain escalation, renewal and/or termination options that are factored into the ROU asset as appropriate. Operating leases result in a straight-line rent expense over the life of the lease. For finance leases, ROU assets are amortized on a straight-line basis over the life of the lease and interest accretes to the lease liability, which results in a higher interest expense at lease inception that declines over the life of the lease.

Variable lease costs are expensed as incurred and are not included in the determination of ROU assets or lease liabilities. The short-term lease for office equipment is recognized in the accompanying consolidated statements of operations on a straight-line basis over the lease term. See Note 4.

Product warranty - The Company has established a warranty reserve which provides for the estimated cost of product returns based upon historical experience and any known conditions or circumstances. No revenues are recognized in connection with the performance of the warranty repair or fulfillment function. The warranty obligation is affected by product that does not meet specifications and performance requirements and any related costs of addressing such matters. Products must be returned within one year of the date of purchase. The warranty liability was insignificant at September 30, 2023 and 2022.

Research and development - Research and development expenditures were approximately \$265,400 and \$362,300 for the years ended September 30, 2023 and 2022, respectively, and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

Advertising - The Company expenses advertising costs as incurred. Advertising expenses were approximately \$21,900 and \$18,700 for the years ended September 30, 2023 and 2022, respectively, and are included in selling, general and administrative expenses in the accompanying consolidated statements of operations.

Income taxes - The Company has elected to be taxed as a C Corporation for Federal and state income tax purposes, as explained in Note 6. Accordingly, the Company provides for income taxes using the liability method. Under the liability method, income taxes are provided for the tax effects of transactions reported in the consolidated financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the financial reporting basis and income tax basis of property and equipment. Deferred income taxes are also recognized for operating losses that are available to offset future taxable income. The deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered or settled. Valuation allowances are established to reserve for deferred tax assets, which may not be realized. The Company has provided a full valuation allowance against its deferred tax assets. Deferred income taxes are recorded using currently enacted income tax rates applicable to the period in which the deferred tax asset or liability is expected to be realized or settled. As changes in tax laws are enacted, deferred income taxes are adjusted through the provision for income taxes in the year of the change.

The Company has reviewed its operations for uncertain tax positions and believes there are no significant exposures. The Company will include interest on income tax liabilities in interest expense and penalties in selling, general and administrative expenses, if such amounts arise. There were no interest or penalties for the years ended September 30, 2023 and 2022. The Company is no longer subject to Federal or New York State examinations by tax authorities for the closed tax years before 2020.

Retirement plans - The Company maintains both a non-contributory profit-sharing plan and a contributory 401(k) plan for all employees over the age of 21 with one year of service. Annual contributions to the profit-sharing plan are determined by the Board of Directors and are made from current or accumulated earnings, while contributions to the 401(k) plan were matched at a rate of 100% of an employee's first 6% of contributions. The maximum corporate match was 6% of an employee's compensation during fiscal 2023 and 2022.

The Company's matching contributions to the 401(k) plan for the years ended September 30, 2023 and 2022, were approximately \$69,000 and \$72,000, respectively. Additionally, the Company may make discretionary contributions to the non-contributory profit-sharing plan. There were no discretionary contributions in fiscal 2023 and 2022.

Treasury stock - The Company purchased 1,346 shares and 19 shares from various shareholders during the years ended September 30, 2023 and 2022, respectively. The purchased shares increased Treasury stock on the accompanying consolidated balance sheets by \$673 and \$11 at September 30, 2023 and 2022, respectively.

Paycheck Protection Program loans - On March 27, 2020, the Coronavirus Aid, Relief, and Economic Securities ("CARES") Act was enacted to provide emergency assistance for individuals, families and organizations affected by the Coronavirus pandemic. The Paycheck Protection Program ("PPP") established by the U.S. Small Business Administration ("SBA") created through the CARES Act, provided qualified organizations with loans to assist them to pay certain qualified expenses.

On March 10, 2021, the Company was granted a second PPP loan of \$309,682 from a financial institution. The Company expended the entire loan proceeds for qualifying expenses over the 24-week covered period, applied for forgiveness for the entire loan amount, and was granted full forgiveness by the SBA in November 2021. Therefore, the Company has included the entire PPP loan proceeds of \$309,682 in other income on the consolidated statements of operations for the year ended September 30, 2022. The loan forgiveness is subject to review by the SBA for six years from the date the loan is forgiven.

Use of estimates - The preparation of consolidated 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 consolidated 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 evaluated subsequent events through December 11, 2023, the date that the consolidated financial statements were available for issue.

Note 2 - Inventories

Inventories consisted of the following:

	<u>September 30,</u>	
	<u>2023</u>	<u>2022</u>
Raw materials and stock parts	\$ 375,241	\$ 495,713
Work-in-process	16,630	126,600
Finished goods	<u>88,660</u>	<u>125,141</u>
	480,531	747,454
Reserve for obsolescence	<u>(284,000)</u>	<u>(411,774)</u>
	<u>\$ 196,531</u>	<u>\$ 335,680</u>

Note 3 - Property, plant and equipment

Property, plant and equipment consisted of the following:

	<u>September 30,</u>	
	<u>2023</u>	<u>2022</u>
Land	\$ 143,000	\$ 143,000
Buildings	2,254,258	2,254,258
Machinery and equipment	481,262	495,596
Office equipment and fixtures	<u>131,082</u>	<u>131,082</u>
	3,009,602	3,023,936
Less - Accumulated depreciation	<u>(2,261,774)</u>	<u>(2,164,218)</u>
	<u>\$ 747,828</u>	<u>\$ 859,718</u>

Depreciation expense was \$97,556 and \$69,943 for the years ended September 30, 2023 and 2022, respectively. During fiscal 2023, the Company returned a piece of equipment and received a full refund for the capitalized amount.

Note 4 - Operating lease commitments

The Company entered into an operating lease arrangement for office equipment in Syracuse, New York, beginning November 15, 2022, following expiration of their previous operating lease arrangement, which matured in March 2022 and has since been rented on a month to month basis. The total right-of-use asset obtained in exchange for new operating lease liability for the lease period is stated below. Total operating lease expense was \$5,705 and \$3,402 for the years ended September 30, 2023 and 2022, respectively.

Supplemental cash flow information related to the lease, included in the accompanying statements of cash flows, is as follows:

	<u>Year ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating lease	<u>\$ 5,705</u>	<u>\$ 3,402</u>
Right-of-use asset obtained in exchange for new operating lease liability	<u>\$ 18,848</u>	

The table below presents additional information related to the Company's lease as of September 30, 2023:

Weighted-average remaining lease term in years for operating lease	4.38
Weighted-average discount rate for operating lease	8.00%

Because the Company does not have access to the rate implicit in the lease, the Company's incremental borrowing rate was utilized as the discount rate.

As of September 30, 2023, maturities of the operating lease liability were as follows:

Fiscal 2024	\$ 4,596
Fiscal 2025	4,596
Fiscal 2026	4,596
Fiscal 2027	4,596
Fiscal 2028	<u>1,915</u>
Total operating lease payments	20,299
Amount representing imputed interest	<u>(3,973)</u>
Total operating lease liability	16,326
Less - Current portion	<u>(2,958)</u>
	<u>\$ 13,368</u>

Note 5 - Line of credit payable to bank

The Company entered into a \$750,000 demand line of credit with a bank on January 13, 2023. The line of credit bears interest at Prime, as published in the Wall Street Journal, plus a margin of 0.5 percentage points over Prime (9.00% as of September 30, 2023). There were no outstanding borrowings on the line of credit at September 30, 2023. The line of credit is secured by all assets of the Company.

Note 6 - Income taxes

The components of the provision for income taxes in the accompanying consolidated statements of operations are as follows:

	<u>Year ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Currently payable:		
State	\$ 50	\$ 100

As explained in Note 1, the Company elected to be taxed as a C Corporation. The Company generated taxable income of approximately \$81,000 for the year ended September 30, 2023, which, in addition to various temporary differences between income for financial statement and income tax purposes, was primarily due to a tax law change requiring capitalization and amortization of \$265,400 of research and development expenditures for income tax purposes. This taxable income for the year ended September 30, 2023, was reduced to zero through use of net operating loss (NOL) carryforwards. The Company generated taxable income of approximately \$17,000 for the year ended September 30, 2022, before NOL carryforwards reduced taxable income to zero.

The accompanying consolidated balance sheets include the following components of net deferred taxes:

	<u>September 30,</u>	
	<u>2023</u>	<u>2022</u>
Deferred tax assets	\$ 705,900	\$ 649,800
Deferred tax liabilities	(44,400)	(61,700)
Valuation allowance	<u>(661,500)</u>	<u>(588,100)</u>
Net deferred taxes	<u>\$ -</u>	<u>\$ -</u>

Deferred tax benefit (expense) consisted of the following:

	<u>Year ended September 30,</u>	
	<u>2023</u>	<u>2022</u>
Benefit (expense) from change in temporary differences	\$ 73,600	\$ (83,600)
Benefit (expense) from change in tax credit carryforwards and net operating losses	(200)	6,600
Decrease (increase) in valuation allowance	<u>(73,400)</u>	<u>77,000</u>
Deferred tax expense	<u>\$ -</u>	<u>\$ -</u>

The research and development tax credit carryforwards and NOL carryforwards generated through September 30, 2023, of approximately \$390,000 and \$665,000, respectively, expire at various times through 2040. As required by the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, the Company has evaluated the positive and negative evidence bearing upon the realization of its net deferred tax assets. The Company has determined that, at this time, it is more likely than not that the Company will not realize all of the benefits of Federal and state net deferred tax assets, and, as a result, a valuation allowance was established. Pursuant to the CARES Act, there is no limit to the usage of the Company's NOLs originating through the fiscal tax years ending on or before September 30, 2020. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service (IRS) for the fiscal years ended September 30, 2020 through September 30, 2023.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Carl Fahrenkrug Jr certify that:

1. I have reviewed this Disclosure Statement for Microwave Filter Company, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/22/2023

/s/ Carl Fahrenkrug Jr.

Principal Financial Officer:

I, Richard Jones certify that:

1. I have reviewed this Disclosure Statement for Microwave Filter Company, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

12/22/2023

/s/ Richard Jones