

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 2022 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 05/01/2022 and ending 04/29/2023	
A	This return/report is for: ☐ a multiemployer plan ☒ a single-employer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☒ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan BROOKSHIRE BROTHERS KSOP	1b	Three-digit plan number (PN) ▶ 002
		1c	Effective date of plan 04/25/1998
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) BROOKSHIRE BROTHERS, INC. 1201 ELLEN TROUT DRIVE LUFKIN, TX 75904-1233	2b	Employer Identification Number (EIN) 75-2692839
		2c	Plan Sponsor's telephone number 936-634-8155
		2d	Business code (see instructions) 445110

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.	02/14/2024	JESSICA BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	02/14/2024	JESSICA BROWN
	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 ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 5399
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	 6a(1) 3436 6a(2) 3074 6b 66 6c 1975 6d 5115 6e 74 6f 5189 6g 4993 6h 171
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2I 2J 2K 2P 2Q 2R 2T 3H 3I b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ 1 A (Insurance Information) (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 2022 Form M-1 annual report. If the plan was not required to file the 2022 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
---	--	--

For calendar plan year 2022 or fiscal plan year beginning 05/01/2022 and ending 04/29/2023	
A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839

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

1 Coverage Information:

(a) Name of insurance carrier PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	521021	5189	05/01/2022	04/29/2023

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end.....	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	31879337

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount..... Specify nature of costs ▶	6d	

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

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits.....	7c(2)	
(3) Interest credited during the year.....	7c(3)	
(4) Transferred from separate account.....	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions.....	7c(6)	
d Total of balance and additions (add lines 7b and 7c(6))	7d	
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	
(2) Administration charge made by carrier.....	7e(2)	
(3) Transferred to separate account.....	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions.....	7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	0

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 05/01/2022 and ending 04/29/2023		
A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839	

Part I	Service Provider Information (see instructions)
--------	---

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRINCIPAL LIFE INSURANCE COMPANY
42-0127290

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

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

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

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

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

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

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

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

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

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

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50 64	CONTRACT ADMINISTRATOR	238870	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

SANCTUARY ADVISORS LLC

47-3162022

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	INVESTMENT ADVISORY	40160	Yes ☒ No ☐	Yes ☐ No ☒	21	Yes ☐ No ☒

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

MERRILL LYNCH PIERCE FENNER & SMITH

13-5674085

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
17 27 50	CONSULTANT	28229	Yes ☒ No ☐	Yes ☐ No ☒	31	Yes ☐ No ☒

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.				
For calendar plan year 2022 or fiscal plan year beginning 05/01/2022 and ending 04/29/2023						
A Name of plan BROOKSHIRE BROTHERS KSOP	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width: 20%; padding: 5px; text-align: center;"> 002 </td> </tr> <tr style="background-color: #f2f2f2;"> <td colspan="2" style="height: 20px;"></td> </tr> </table>		B Three-digit plan number (PN) ►	002		
B Three-digit plan number (PN) ►	002					
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839					

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
--------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-015	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 340797

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCP S&P 500 INDEX SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-016	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1851890

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-028	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 534686

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-023	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 434786

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGECAP GROWTH I SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1474603

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETM 2010 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-075	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 124742

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-076	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2687271

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINL LIFETIME 2030 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-077	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5906044
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-078	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2958325
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-079	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1818711
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-080	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37066
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-095	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 219357
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2015 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-110	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1392530
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2025 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-111	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4678776
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2035 SEP ACT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-112	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4024232
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2045 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-113	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1710199
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2055 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1010123

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN EQUITY INCOME SA-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-120	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 442401
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2060 SEP ACCT-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 195193
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE Z FUND

b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO

c EIN-PN 93-6274328-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3030764
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2065 SEP ACCT-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-173	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37604
--------------------------------	------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
-----------------	----------------------	---

Part II **Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning 05/01/2022 and ending 04/29/2023		
A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839	

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)	5138513
(2) Participant contributions.....	1b(2)	93154
(3) Other.....	1b(3)	7
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	1796
(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)	3030764
(10) Value of interest in pooled separate accounts	1c(10)	31879337
(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)	3666210
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	
(15) Other	1c(15)	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	121101434	122937390
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	165210150	166747171

Liabilities

g Benefit claims payable	1g	10542	88517
h Operating payables	1h	902	902
i Acquisition indebtedness	1i		
j Other liabilities	1j	847	901
k Total liabilities (add all amounts in lines 1g through 1j)	1k	12291	90320

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	165197859	166656851
---	----	-----------	-----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	2704361	
(C) Others (including rollovers)	2a(1)(C)	32945	
(2) Noncash contributions	2a(2)	5138513	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7875819

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	54	
(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)		54

(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)	54534	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		54534

(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)	5980307	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		5980307

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		67157
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		372152
(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)		-40689
c Other income	2c		1011
d Total income. Add all income amounts in column (b) and enter total	2d		14310345
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	12317079	
(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)		12317079
f Corrective distributions (see instructions)	2f		226114
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	14114	
(2) Contract administrator fees	2i(2)	238870	
(3) Investment advisory and management fees	2i(3)	54275	
(4) Other	2i(4)	901	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		308160
j Total expenses. Add all expense amounts in column (b) and enter total	2j		12851353
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		1458992
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: RSM US LLP

(2) EIN: 42-0714325

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, 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.

During the plan year:

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.)

	Yes	No	Amount
4a	X		156

	Yes	No	Amount
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?	X		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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.)	X		
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 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 05/01/2022 and ending 04/29/2023		
A Name of plan BROOKSHIRE BROTHERS KSOP		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.		D Employer Identification Number (EIN) 75-2692839
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 9223341
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): 42-0127290		
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
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

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) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____
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 _____

Brookshire Brothers KSOP

Financial Report
April 29, 2023

Contents

Independent auditor's report	1-4
Financial statements	
Statements of net assets available for benefits	5
Statement of changes in net assets available for benefits	6
Notes to financial statements	7-16
Supplemental schedules	
Schedule H, line 4a—schedule of delinquent participant contributions	17
Schedule H, line 4i—schedule of assets (held at end of year)	18

Independent Auditor's Report

Plan Administrator and Plan Management
Brookshire Brothers KSOP

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

We have performed audits of the financial statements of Brookshire Brothers KSOP (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of April 29, 2023 and April 30, 2022, the related statement of changes in net assets available for benefits for the year ended April 29, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the Plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from qualified institutions GreatBanc Trust Company (GreatBanc) and Delaware Charter Guarantee and Trust d/b/a Principal Trust Company (Principal) as of April 29, 2023 and April 30, 2022, and for the year ended April 29, 2023, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate to the best of their knowledge.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

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 the 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 ERISA Section 103(a)(3)(C) audit opinion.

Emphasis of Matter—Investments in Common Stock

As discussed in Note 6, the financial statements include an investment representing 74% and 73% of total assets as of April 29, 2023, and April 30, 2022, respectively, whose fair value has been estimated by an independent appraisal, in the absence of readily ascertainable fair values, with the assistance of management and approved by the trustee. Because of the inherent uncertainty of the valuation, the estimated value may differ significantly from the value that would have been used had a market for the investment existed, and the difference could be material. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) section of our report, 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 the 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 the Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

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.

Other Matter

Supplemental Schedules Required by ERISA

The supplemental schedules, Schedule H, Line 4a—schedule of delinquent participant contributions for the year ended April 29, 2023, and Schedule H, Line 4i—schedule of assets (held at end of year) as of April 29, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL'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 included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including its form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

RSM VS LLP

Dallas, Texas
February 12, 2024

Brookshire Brothers KSOP

Statements of Net Assets Available for Benefits April 29, 2023 and April 30, 2022

	2023			2022		
	Participant Directed 401k	Nonparticipant Directed Allocated	Total	Participant Directed 401k	Nonparticipant Directed Allocated	Total
Assets						
Investments at fair value:						
Employer common stock	\$ -	\$ 122,937,390	\$ 122,937,390	\$ -	\$ 121,101,434	\$ 121,101,434
Pooled separate accounts	31,879,336	-	31,879,336	32,006,692	-	32,006,692
Mutual funds	3,666,210	-	3,666,210	3,673,379	-	3,673,379
Common collective trust	3,030,764	-	3,030,764	3,094,534	-	3,094,534
Receivables:						
Participants contributions receivable	131,319	-	131,319	134,842	-	134,842
Employer contributions receivable	-	5,138,512	5,138,512	-	5,237,265	5,237,265
Cash and cash equivalents	-	1,796	1,796	-	1,749	1,749
Total assets	38,707,629	128,077,698	166,785,327	38,909,447	126,340,448	165,249,895
Liabilities						
Excess contributions refundable	272,179	-	272,179	244,099	-	244,099
Benefit claims payable	-	88,517	88,517			
Total liabilities	272,179	88,517	360,696	244,099	-	244,099
Net assets available for benefits	\$ 38,435,450	\$ 127,989,181	\$ 166,424,631	\$ 38,665,348	\$ 126,340,448	\$ 165,005,796

See notes to financial statements.

Brookshire Brothers KSOP

Statement of Changes in Net Assets Available for Benefits Year Ended April 29, 2023

	Participant Directed 401k	Nonparticipant Directed Allocated	Total
Additions:			
Investment income:			
Net appreciation in fair value of investments:	\$ 680,322	\$ 5,984,616	\$ 6,664,938
Contributions:			
Participant	2,446,249	-	2,446,249
Employer	-	5,138,512	5,138,512
Rollover	32,945	-	32,945
Diversifications	116	(116)	-
Total additions	3,159,632	11,123,012	14,282,644
Deductions:			
Administrative expenses	322,777	-	322,777
Distributions to participants	3,066,753	9,474,279	12,541,032
Total deductions	3,389,530	9,474,279	12,863,809
Net (decrease) increase in net assets available for benefits	(229,898)	1,648,733	1,418,835
Net assets available for benefits:			
Beginning of year	38,665,348	126,340,448	165,005,796
End of year	<u>\$ 38,435,450</u>	<u>\$ 127,989,181</u>	<u>\$ 166,424,631</u>

See notes to financial statements.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 1. Description of Plan

The following description of the Brookshire Brothers KSOP (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: Brookshire Brothers Holding, Inc. and Subsidiaries has investments in wholly owned subsidiaries and special purpose subsidiaries which include, Brookshire Brothers, Inc., Brookshire Brothers Beverage Corporation, BBRE Management, LLC, BBL Real Estate Holding, Ltd. (collectively, the Company). The Company established the Plan effective as of April 26, 1998 (as amended and restated April 26, 2009). The Plan operates as an employee stock ownership plan (ESOP) and is designed to comply with the Internal Revenue Code (Code). It is also subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Effective April 26, 2009, the salary deferral accounts of the Brookshire Brothers 401(k) Plan were merged into the ESOP. Following the merger, the ESOP was amended and restated, effective April 26, 2009, to be known as the Brookshire Brothers KSOP (KSOP). The KSOP was formed to administer the employer issued stock held by the ESOP and the participant-directed 401(k) investment accounts previously administered through the Brookshire Brothers 401(k) Plan. Effective March 15, 2018, the KSOP was amended to remove the Company's ability to sell financed shares from the suspense account.

Plan assets consist of common stock of the Company (Employer Stock) and participant-directed 401(k) investment accounts. Plan accounts for participants with Employer Stock are called ESOP Accounts. During the year ended April 29, 2000, to establish the KSOP, there were 600,182 shares of Employer Stock transferred to the Plan from the Company's profit-sharing plan (Profit-Sharing Stock). Plan accounts for participants with Profit-Sharing Stock are called Profit-Sharing Accounts. These Profit-Sharing Accounts were merged into the Plan as a result of the 1999 amendment in which Brookshire Brothers Holding, Inc. merged with BBHI Merger Corp.

The Company is primarily a retail grocery chain with locations in East Texas and Western Louisiana. A significant downturn in those regions could have a material adverse effect on the Company and its stock value.

The Plan's debt with the Company matured in April 2019 and the Plan became a non-leveraged KSOP. Instead of renewing the debt or executing a new debt agreement, Plan management has elected to continue funding employer contributions through the Company's treasury stock.

Eligibility: Employees of the Company are eligible for participation for the participant-directed 401(k) deferrals after completing 1,000 hours of service within 12 months of employment and attaining the age of 18 years. If not credited with 1,000 hours of service during this 12-month period, a year of eligibility service will be completed at the end of any Plan year (beginning after date of hire during which the employee is credited with at least 1,000 hours of service).

Only eligible participants who have completed a year of service during the Plan year and are actively employed on the last day of the Plan year shall be eligible to share in the discretionary ESOP contributions for the Plan year.

Notwithstanding the foregoing, eligible participants who completed a year of service during the Plan year but are not actively employed on the last day of the Plan year due to retirement (normal or late), total and permanent disability or death in the current Plan year and completed 1,000 hours during the Plan year shall share in the allocation of discretionary ESOP contributions for that Plan year.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Trust fund management: GreatBanc Trust Company (GreatBanc) is the Custodian of the stock accounts and the KSOP Administrative Committee is the Administrator of the Plan. Delaware Charter Guarantee and Trust d/b/a Principal Trust Company (Principal) is the Trustee of the participant-directed 401(k) investment accounts. The Trustee and Custodian maintain custody of the Plan's assets and the Trustee maintains trust fund records on a Plan year basis.

Contributions: The Employer Stock accounts are nonparticipant-directed and cover eligible employees of the Company. There are certain limitations on annual additions to a participant's account.

Dividends on Profit Sharing Stock, if any, will be allocated to participants with a profit-sharing account. There were no dividends allocated for the year ended April 29, 2023.

The Plan participants of the participant-directed 401(k) investment accounts are allowed to voluntarily contribute from one to fifteen percent (1% to 15%) of their salaries to the participant-directed provision of the Plan. Participants may also contribute rollover amounts representing distributions from other qualified plans.

Each Plan year, the Company may make employer contributions through a discretionary ESOP contribution or discretionary ESOP matching contributions into each eligible participant's nonparticipant-directed account in the form of Employer Stock or cash. The discretionary ESOP contribution is allocated to the eligible participants based on their eligible compensation, as defined. Compensation excludes fringe benefits, welfare benefits, and amounts paid as bonuses pursuant to Code Section 414(s) and the Regulations, there under. Compensation shall not include tips, prizes or awards regardless of whether such tips, prizes or awards are includible in the gross income of the participant. During the year ended April 29, 2023, 68,159 shares of Employer Stock, tendered through contribution of the Company's treasury stock, were allocated to the nonparticipant-directed accounts related to the discretionary ESOP contributions. The 68,159 shares of Employer Stock were contributed to the Plan in September 2023 and is, therefore, recorded as an employer contributions receivable on the statement of net assets available for benefits.

The discretionary ESOP matching contributions are made to match all or part of the elective contributions made at \$0.50 on the \$1.00 up to a maximum of 6% of compensation. An employee qualifies to receive an allocation of the Company's matching contribution by making elective contributions during the Plan year and meeting the eligibility requirements for participation in the Plan. During the year ended April 29, 2023, 12,083 shares of Employer Stock were allocated to the nonparticipant-directed account related to the discretionary ESOP matching contributions. The employer contributions of Employer Stock are valued based the most recently identified Employer Stock fair value.

Participant investment options: Participants may direct their participant-directed 401(k) salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options any time throughout the year via direct phone or internet access to Principal. Participant-directed 401(k) investment accounts may be invested in a variety of mutual funds and pooled investments offered by Principal. Some of these pooled investments may be in common stocks. Others may be in bonds, common collective trust or other types of investments.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Participant accounts: The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each Plan year with an allocation of shares of Employer Stock, contributed from treasury shares and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the Plan year receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation. Employer contributions are allocated to each participant's account based upon the relation of the participant's eligible compensation to total eligible compensation for the Plan year. Plan earnings are allocated to each participant's account based on the ratio of the participant's beginning of the year account balance to all participant's beginning of the year account balances.

Voting rights: Shares of Employer Stock allocated to individual participants are to be voted by the participants on corporate matters involving approval or disapproval of any corporate merger or consolidation, recapitalization, liquidation, dissolution or sale of substantially all assets of a trade or business or similar transaction as the Department of Treasury may prescribe in regulations. The Trustee shall vote on other corporate matters for allocated Employer Stock and all matters for unallocated Employer Stock.

Vesting: Participants become 100% vested in discretionary ESOP contributions if five years of service has been achieved. Subsequent to KSOP formation, 401(k) match accounts are 100% vested if three years of service has been achieved. A year of vesting service is a year in which the participant works at least 1,000 hours. All contributions are 100% vested upon attainment of normal retirement age or upon death or permanent disability.

Participants are immediately vested in their participant-directed 401(k) contributions plus actual earnings/losses thereon.

Put option: The Plan includes an automatic Put Option for Employer Stock. This requires that the Company or the Plan purchase the stock immediately upon distribution to beneficiaries at an independently determined fair market value. During the year ended April 29, 2023, 131,899 shares of Employer Stock were distributed from the Plan to participants. The Plan can make discretionary cash-outs and lump-sum payments of up to \$20,000, and amounts exceeding will be paid over an installment period. The Company issues notes payable for balances exceeding \$20,000. The purpose of the Put Option is to ensure that the participant has the ability to ultimately obtain cash for Employer Stock.

Distributions: The Plan provides for payments of benefits to participants or their beneficiaries (i) upon participant's attainment of normal retirement age per the Plan, (ii) in the event of total disability (as defined in the Plan), (iii) in the event of the participant's death or (iv) in the event of termination of employment because of other reasons. The payment(s) can be in one lump sum, subject to Plan limitations or over a period not longer than five years, with certain exceptions. Participants with balances that exceed \$1,000 have the option of leaving funds invested in the Plan after termination of employment until April 1 following age 70½. Terminated employees that elect to leave funds invested in the Plan continue to share in the allocation of income earned on trust assets; however, none of the annual contributions made to the Plan are allocated to such employees. Terminated participants with balances that do not exceed \$1,000 must take lump-sum distributions. In-service and hardship distributions are permitted if certain criteria are met, as defined by the Plan agreement. Distributions from a participant's elective account may be made in one lump sum or request an annuity be purchased for the term of which shall not exceed the participant's life expectancy.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 1. Description of Plan (Continued)

Forfeitures: If a participant resigns or is dismissed from employment before completing the vesting period as previously described, the nonvested portion of the participant's account is forfeited at the date of termination. If the participant returns to employment after the one-year break in service but prior to five consecutive one-year breaks in service, then the amount initially forfeited will be restored to the participant's account through forfeitures and then contributions as necessary. Forfeited shares are reallocated to participants. During the year ended April 29, 2023, 2,738 shares were forfeited, 1,225 of these shares were reallocated and 52 of these shares were reinstated. There were unallocated forfeited shares of 3,122 at April 29, 2023, and 1,661 at April 30, 2022.

Administrative expenses: Expenses incurred in the administration of the Plan may be paid from participant plan assets or directly by the Plan or Company. Administrative expenses and investment expenses paid by plan assets totaled \$322,777. Other administrative expenses were paid by the Company and are excluded from these financial statements.

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 Employer 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. Participants who elect to diversify may elect to have the value (up to 50%) of the accounts transferred to another qualified plan. The amounts of investments diversified were \$116 for the year ended April 29, 2023.

Note 2. Summary of Accounting Policies

Basis of accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) require 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. The Plan relies significantly on the use of estimates in determining the valuation of the Company's common stock.

Investment valuation and income recognition: The Plan's investments are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

The Employer Stock is valued at fair value. Fair value is determined by the Custodian based on an annual independent appraisal for the Employer Stock, which was \$75.39 and \$71.72 per share as of April 29, 2023 and April 30, 2022, respectively. The Plan Administrator believes the independent appraisal provides a reasonable estimate of the value of the Employer Stock. Because of the significance of the assumptions required in the valuation of the Employer Stock, the actual value could materially differ had a ready market for the securities existed.

Dividends on stock are recorded on the ex-dividend date, and purchases and sales are recorded on a trade date basis. The change in market value from year to year is reported as net appreciation or depreciation in fair value of investments, net of realized gains and losses. Realized gains and losses from security transactions are accounted for on the specific identification basis.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 2. Summary of Accounting Policies (Continued)

Excess contributions refundable: Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2023 and 2022 excess contributions to the applicable participants in July 2023 and July 2022, respectively.

Payment of benefits: Benefits are recorded when paid.

Fiscal year-end: The Plan's fiscal year ends on the last Saturday in April, resulting in years of either 52 or 53 weeks. The Plan's fiscal years presented herein consist of a 52-week period and a 53-week period for the years ended April 29, 2023 and April 30, 2022, respectively.

Subsequent events: The Plan Administrator has evaluated subsequent events for potential recognition and disclosure through February 12, 2024, which is the date the financial statements were available to be issued.

Note 3. Plan Termination

The Company has the right at any time to terminate the Plan subject to the provisions of ERISA. Upon any full or partial termination, all amounts credited to the affected participants' accounts shall become 100% vested and shall not thereafter be subject to forfeiture.

Note 4. Tax Status

The IRS has determined and informed the Company by a letter dated January 26, 2018, that the Plan and related trust are qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Code. Therefore, the Plan Administrator believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken a significant uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 5. Information Certified and Provided by GreatBanc and Principal

The following is a summary of the Plan's asset and income information as of April 29, 2023 and April 30, 2022, and for the year ended April 29, 2023, included throughout the Plan's financial statements and ERISA-required supplemental schedules, obtained by management and agreed to or derived from information certified by the Custodian and Trustee, GreatBanc and Principal, respectively, and furnished to the Plan Administrator. Accordingly, as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information that appears throughout the financial statements and ERISA-required supplemental schedules related to the following assets:

	GreatBanc	Principal	Total
2023:			
Employer common stock	\$ 122,937,390	\$ -	\$ 122,937,390
Pooled separate accounts	-	31,879,336	31,879,336
Mutual funds	-	3,666,210	3,666,210
Common collective trust	-	3,030,764	3,030,764
Cash and cash equivalents	1,796	-	1,796
	<u>\$ 122,939,186</u>	<u>\$ 38,576,310</u>	<u>\$ 161,515,496</u>
Investment income, net appreciation in fair value of investments	<u>\$ 5,984,616</u>	<u>\$ 680,322</u>	<u>\$ 6,664,938</u>
2022:			
Employer common stock	\$ 121,101,434	\$ -	\$ 121,101,434
Pooled separate accounts	-	32,006,692	32,006,692
Mutual funds	-	3,673,379	3,673,379
Common collective trust	-	3,094,534	3,094,534
Cash and cash equivalents	1,749	-	1,749
	<u>\$ 121,103,183</u>	<u>\$ 38,774,605</u>	<u>\$ 159,877,788</u>
Investment income, net appreciation (depreciation) in fair value of investments	<u>\$ 32,038,341</u>	<u>\$ (3,063,881)</u>	<u>\$ 28,974,460</u>

Stock accounts: Total shares certified by the Custodian and Trustee include allocated shares of 1,630,686 and 1,688,531 as of April 29, 2023 and April 30, 2022, respectively. There were no unallocated shares as of April 29, 2023 and April 30, 2022. Allocated shares include 1,570,110 and 1,620,902 shares of KSOP Stock, and 60,576 and 67,629 shares of Profit Sharing Stock as of April 29, 2023 and April 30, 2022, respectively. During the year ended April 29, 2023, the Employer Stock appreciated in value by \$3.67 per share.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 6. Fair Value Measurements

The Financial Accounting Standards Board Accounting Standards Codification (ASC) 820, Fair Value Measurement and Disclosures (ASC 820), 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 ASC 820 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

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

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at April 29, 2023 and April 30, 2022.

Mutual funds: Mutual funds are reported at fair value based on the quoted market price of the funds and are classified within Level 1 of the valuation hierarchy.

Pooled separate accounts: Valued based on the net asset value (NAV) of shares held by the Plan based on the market value of its underlying investments as determined by Principal Life Insurance Company.

Common collective trust: The common/collective investment trust is made up of a stable value fund that is composed primarily of fully benefit-responsive investment contracts that is valued at the NAV of units of the bank collective trust. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV.

Investment in Brookshire Brothers Holding, Inc. common stock: Valued by the Custodian based on an annual independent appraisal. The appraiser utilizes a combination of a market approach and income approach to determine the fair value of the stock. The income approach uses a discounted cash flow model based on the financial statements of the Company, adjusted for extraordinary items. The market approach compares the Company to similar companies in the same industry. Both the market approach and income approach are weighted equally and combined to determine the fair value of employer stock.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 6. Fair Value Measurements (Continued)

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are 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 investments at fair value as of April 29, 2023 and April 30, 2022.

	Fair Value Measurements at Reporting Date Using			
	Total	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
2023:				
Mutual funds	\$ 3,666,210	\$ 3,666,210	\$ -	\$ -
Investment in employer common stock	122,937,390	-	-	122,937,390
Total assets in the fair value hierarchy	126,603,600	3,666,210	-	122,937,390
Pooled separate accounts measured at NAV (a)	31,879,336	-	-	-
Collective investment trust measured at NAV (a)	3,030,764	-	-	-
Total investments at fair value	<u>\$ 161,513,700</u>	<u>\$ 3,666,210</u>	<u>\$ -</u>	<u>\$ 122,937,390</u>
2022:				
Mutual funds	\$ 3,673,379	\$ 3,673,379	\$ -	\$ -
Investment in employer common stock	121,101,434	-	-	121,101,434
Total assets in the fair value hierarchy	124,774,813	3,673,379	-	121,101,434
Pooled separate accounts measured at NAV (a)	32,006,692	-	-	-
Collective investment trust measured at NAV (a)	3,094,534	-	-	-
Total investments at fair value	<u>\$ 159,876,039</u>	<u>\$ 3,673,379</u>	<u>\$ -</u>	<u>\$ 121,101,434</u>

(a) In accordance with ASC 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the items presented in the statements of net assets available for benefits.

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

Brookshire Brothers KSOP

Notes to Financial Statements

Note 6. Fair Value Measurements (Continued)

The table below sets forth a summary of activity within the Plan's Level 3 investments during the year ended April 29, 2023.

	<u>Level 3 Assets</u> <u>Investment in</u> <u>Employer Stock</u>
Issuances	\$ -
Purchases	5,237,265
Transfers into Level 3	-
Transfers out of Level 3	(116)

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

The following table presents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value, and the significant unobservable inputs used to value the financial instruments:

Instrument	Fair Value at April 29, 2023	Fair Value at April 30, 2022	Valuation Techniques	Unobservable Input
Employer common stock	\$ 122,937,390	\$ 121,101,434	Discounted cash flow (income approach)	Discount rate Growth rate
			Guideline public company method (market approach)	Price multiples from comparable companies Minority interest and lack of marketability adjustments

The following table sets forth additional disclosures of the Plan's investments, whose fair value is estimated using NAV per share (or its equivalent) as of April 29, 2023 and April 30, 2022:

	<u>Fair Value</u>		<u>Unfunded</u>	<u>Redemption</u>	<u>Redemption</u>
	<u>2023</u>	<u>2022</u>	<u>Commitment</u>	<u>Frequency</u>	<u>Notice Period</u>
Pooled separated accounts:					
Balanced/asset allocation	\$ 26,580,816	\$ 26,670,017	\$ -	Daily	None
International equity	340,797	345,902	-	Daily	None
Large U.S. equity	3,768,894	3,541,237	-	Daily	None
Small/mid U.S. equity	654,143	943,651	-	Daily	None
Commercial real estate	534,686	505,885	-	Daily	None
Common collective trust	3,030,764	3,094,534	-	Daily	None
	<u>\$ 34,910,100</u>	<u>\$ 35,101,226</u>			

Investments in the pooled separate accounts and common collective trust can be redeemed immediately at the current NAV per share based on the fair value of the underlying assets. The fair value of the investments in the above categories has been estimated using the NAV per share of the investments.

Brookshire Brothers KSOP

Notes to Financial Statements

Note 7. Plan Administration

Certain administrative functions are performed by officers and employees of the Company. No such officers or employees receive compensation from the Plan.

Note 8. Related-Party and Party-in-Interest Transactions

Parties-in-interest are defined under DOL regulations as any fiduciary to the Plan or party rendering services to the Plan, the employer and certain others. As such, transactions conducted with the Company and Trustee and Custodian qualify as party-in-interest transactions.

Note 9. Risks and Uncertainties

The Plan invests in various investment securities (including Brookshire Brothers Holding, Inc. Common Stock). Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the 2023 statement of net assets available for benefits.

Note 10. Reconciliation of Financial Statements to Schedule H of Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2023	2022
Net assets available for benefits:		
Net assets available for benefits per the financial statements	\$ 166,424,631	\$ 165,005,796
Excess contributions refundable	272,179	244,099
Benefit claims payable	-	(12,291)
Participants contributions receivable	(38,165)	(39,746)
Other	(1,794)	1
Net assets available for benefits per Form 5500	<u>\$ 166,656,851</u>	<u>\$ 165,197,859</u>

The following is a reconciliation of the additions and deductions in net assets available for benefits per the financial statements to the Form 5500 for the year ended April 29, 2023:

Statement of changes in net assets available for benefits:	
Change in net assets per the financial statements	\$ 1,418,835
Change in participants contributions receivable	3,523
Change in excess contributions refundable	28,080
Change in benefit claims payable	(12,291)
Other	20,845
Change in net assets per Form 5500	<u>\$ 1,458,992</u>

Brookshire Brothers KSOP

**Schedule H, Line 4a—Schedule of Delinquent Participant Contributions
Year Ended April 29, 2023**

Employer Identification Number: 75-2692839

Plan Number: 002

Participant Contributions Transferred Late to Plan	Totals That Constitute Non-Exempt Prohibited Transactions			
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check Here if Late Participant Loan Repayments are Included []				
2022	\$ -	\$ 156	\$ -	\$ -

Brookshire Brothers KSOP

Schedule H, Line 4i—Schedule of Assets (Held at End of Year) April 29, 2023

Employer Identification Number: 75-2692839

Plan Number: 002

Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Par or Maturity Value	Cost	Current Value
Interest-bearing cash	Interest-bearing cash	\$ 1,796	\$ 1,796
* Brookshire Brothers Holding, Inc.	Common stock—1,630,686 shares	46,759,173	122,937,390
* Principal Life Insurance Company	Principal Stable Value Z Fund	**	3,030,764
Pooled separate accounts:			
* Principal Life Insurance Company	Prin LifeTime 2030 Sep	**	5,906,044
* Principal Life Insurance Company	Prin LifeTime 2025 Sep	**	4,678,776
* Principal Life Insurance Company	Prin LifeTime 2035 Sep	**	4,024,232
* Principal Life Insurance Company	Prin LifeTime 2040 Sep	**	2,958,325
* Principal Life Insurance Company	Prin LifeTime 2020 Sep	**	2,687,271
* Principal Life Insurance Company	Prin LgCap S&P 500 Index	**	1,851,890
* Principal Life Insurance Company	Prin LifeTime 2050 Sep	**	1,818,711
* Principal Life Insurance Company	Prin LifeTime 2045 Sep	**	1,710,199
* Principal Life Insurance Company	LargeCap Growth I SA	**	1,474,603
* Principal Life Insurance Company	Prin LifeTime 2015 Sep	**	1,392,530
* Principal Life Insurance Company	Prin LifeTime 2055 Sep	**	1,010,123
* Principal Life Insurance Company	Prin SmCap S&P 600 Index SA	**	534,686
* Principal Life Insurance Company	Prin Equity Income SA	**	442,401
* Principal Life Insurance Company	Prin MidCap S&P 400 Index SA	**	434,786
* Principal Life Insurance Company	Prin Diversified Intl	**	340,797
* Principal Life Insurance Company	Prin Real Estate Secs SA	**	219,357
* Principal Life Insurance Company	Prin LifeTime 2060 Sep	**	195,193
* Principal Life Insurance Company	Prin LifeTime 2010 Sep	**	124,742
* Principal Life Insurance Company	Prin LifeTime 2065 Sep	**	37,604
* Principal Life Insurance Company	Prin LifeTime Strat Inc	**	37,066
Total pooled separate accounts			31,879,336
Mutual funds:			
Western Asset Management Co.	Western Asset Core Plus Bond Fund	**	343,327
JPMorgan Investment Mgmt Inc.	JPMorgan Government Bond Fund	**	811,665
BlackRock Advisors, LLC	BlackRock High Yield Bond Portfolio	**	181,212
BlackRock Advisors, LLC	BlackRock Mid-Cap Growth Equity Portfolio	**	523,683
Massachusetts Financial Svc Co	MFS Mid Cap Value Fund	**	202,773
Nationwide Asset Management LLC	Nationwide Geneva Small Cap Growth Fund	**	368,147
PRIMECAP Management Company	PRIMECAP Odyssey Stock Fund	**	748,035
Capital Research and Mgmt Co	New World Fund	**	201,003
Janus Henderson	Janus Henderson Small Cap Value Fund	**	149,684
Victory Capital Management	Victory Trivalent International Small-Cap Fund	**	136,665
Loomis Sayles & Company	Loomis Sayles Global Allocation Fund	**	16
Total mutual funds			3,666,210
Total assets held for investment			\$ 161,515,496

* Party-in-interest to the Plan

** Cost information is not applicable, as investments are participant directed.

The information above has been certified by GreatBanc and Principal, the Custodian and Trustee, respectively, as complete and accurate.

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

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
 PLAN NUMBER 002
 PLAN YEAR 05/01/2022 TO 04/29/2023

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
	The American Funds	Registered Investment Company American Funds NewWorl'd R6	\$ 0.00	\$ 201,003.17
	BlackRock	Registered Investment Company BlackRock High Yld Bond K Fund	\$ 0.00	\$ 181,211.57
	BlackRock	Registered Investment Company BlackRock Md-Cp Gr Eq K Fd	\$ 0.00	\$ 523,682.98
		Employer Security ESOP - Employer Security	\$119,852,201.97	\$118,370,575.27
	Janus International Holding, LLC	Registered Investment Company JanusHenderson SmCp Val N	\$ 0.00	\$ 149,684.19
	JP Morgan Funds	Registered Investment Company JP Morgan Govt Bond R6 Fund	\$ 0.00	\$ 811,664.63
	Loomis Sayles	Registered Investment Company Loomis Sayles GL Alloc N Fd	\$ 0.00	\$ 15.83
	GreatBanc	Interest Bearing Cash Money Market - Interest Bearing Cash	\$ 0.00	\$ 1,796.17
	MFS Investment Management	Registered Investment Company MFS Mid Cap Value R6 Fund	\$ 0.00	\$ 202,772.78
	Nationwide	Registered Investment Company Nationwide Gen Sm Cap Gr R6 Fd	\$ 0.00	\$ 368,147.11
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Diversified Intl SA-Z	\$ 0.00	\$ 340,797.30
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Equity Income SA-Z	\$ 0.00	\$ 442,400.93
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Growth I SA-Z	\$ 0.00	\$ 1,474,603.20
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCp S&P 500 Index SA-Z	\$ 0.00	\$ 1,851,890.01
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime Strat Inc SA-Z	\$ 0.00	\$ 37,065.90

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

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839

PLAN NUMBER 002

PLAN YEAR 05/01/2022 TO 04/29/2023

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2015 Sep Acct-Z	\$ 0.00	\$ 1,392,529.64
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2020 Sep Acct-Z	\$ 0.00	\$ 2,687,271.12
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2025 Sep Acct-Z	\$ 0.00	\$ 4,678,775.83
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2035 Sep Acct-Z	\$ 0.00	\$ 4,024,232.46
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2040 Sep Acct-Z	\$ 0.00	\$ 2,958,325.44
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2045 Sep Acct-Z	\$ 0.00	\$ 1,710,198.75
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2050 Sep Acct-Z	\$ 0.00	\$ 1,818,711.21
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2055 Sep Acct-Z	\$ 0.00	\$ 1,010,123.45
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2060 Sep Acct-Z	\$ 0.00	\$ 195,193.28
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2065 Sep Acct-Z	\$ 0.00	\$ 37,603.80
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2010 Sep Acct-Z	\$ 0.00	\$ 124,742.19
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-Z	\$ 0.00	\$ 434,785.89
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Real Estate Secs SA-Z	\$ 0.00	\$ 219,356.97
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-Z	\$ 0.00	\$ 534,686.00
*	Principal Global Investors Trust Co	Common/Collective Trust Principal Stable Value Z Fund	\$ 0.00	\$ 3,030,764.00

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

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 05/01/2022 TO 04/29/2023

(A)	(B) Identity of issuer, borrower, lessor or similar party.	(C) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(D) Cost	(E) Current Value
*	Principal Life Insurance Company	Pooled Separate Accounts Prinl LifeTime 2030 Sep Acct-Z	\$ 0.00	\$ 5,906,043.74
	PRIMECAP Odyssey Funds	Registered Investment Company PRIMECAP Odyssey Stock Fund	\$ 0.00	\$ 748,035.28
		Employer Security PSP - Employer Security	\$ 0.00	\$ 4,566,814.60
	Victory Funds	Registered Investment Company Vic Triv Intl Small Cap R6 Fd	\$ 0.00	\$ 136,665.30
	Western Asset Management Co.	Registered Investment Company Western Asset Cr Pls Bd IS Fd	\$ 0.00	\$ 343,326.96

