

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 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☐ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 07/01/1991
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) CTL/THOMPSON, INC. 7306 S. ALTON WAY CENTENNIAL, CO 80112
2b	Employer Identification Number (EIN) 84-0609804
2c	Plan Sponsor's telephone number 303-454-3533
2d	Business code (see instructions) 541330

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.	07/29/2024	ANGELA LAYMON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ 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	5 303
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 257 6a(2) 255 6b 0 6c 67 6d 322 6e 0 6f 322 6g(1) 292 6g(2) 308 6h 5
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2F 2G 2J 3H 2T 3D

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

9a Plan funding arrangement (check all that apply) (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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☒ **A** (Insurance Information) – Number Attached 1
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 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 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan	B Three-digit plan number (PN)	002
CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN		
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
CTL/THOMPSON, INC.	84-0609804	

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.
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1 Coverage Information:

(a) Name of insurance carrier					
GREAT-WEST LIFE & ANNUITY 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
84-0467907	68322	375787-01	20	01/01/2023	12/31/2023

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

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	869163
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	0

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.**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

b Balance at the end of the previous year**7b**

785747

c Additions: (1) Contributions deposited during the year**7c(1)**

39538

(2) Dividends and credits

7c(2)

0

(3) Interest credited during the year

7c(3)

14039

(4) Transferred from separate account.....

7c(4)

47006

(5) Other (specify below)

7c(5)

▶

(6) Total additions

7c(6)

100583

d Total of balance and additions (add lines **7b** and **7c(6)**)**7d**

886330

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

660

(2) Administration charge made by carrier

7e(2)

3504

(3) Transferred to separate account.....

7e(3)

13003

(4) Other (specify below)

7e(4)

▶

(5) Total deductions

7e(5)

17167

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)**7f**

869163

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)	0
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)	0
(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)	0
(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	10b	

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) 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
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 CTL/THOMPSON, INC.	D Employer Identification Number (EIN) 84-0609804	

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

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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)

MORGAN STANLEY

1585 BROADWAY
NEW YORK, NY 10036

(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	INVESTMENT ADVISOR	28600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

EMPOWER ANNUITY INSURANCE COMPANY

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORDKEEPER	17625	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

EMPOWER ADVISORY GROUP, LLC

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
28	INVESTMENT MGMT	7359	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

CREATIVE RETIREMENT PLAN CONSULTING

2000 S. COLORADO BLVD.
TOWER 1, SUITE 2000
DENVER, CO 80222

(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	CONTRACT ADMIN	1550	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		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
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(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
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(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 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
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 CTL/THOMPSON, INC.		
		D Employer Identification Number (EIN) 84-0609804

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	36250	18197
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	900000	600000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	6680803	9253949
(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)	51622	68633
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8405012	9473256
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	785747	869163
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	16859434	20283198
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	16859434	20283198

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	602531	
(B) Participants	2a(1)(B)	942069	
(C) Others (including rollovers)	2a(1)(C)	11366	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1555966
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	4542	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4542
(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)	87411	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		87411
(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)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		3362110
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		5010029

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1453281	
(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)		1453281
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	132984	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		132984
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1586265

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3423764
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: **PLANTE & MORAN, PLLC**

(2) EIN: **38-1357951**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
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.)		☒	
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.)		☒	
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.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) 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 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan CTL/THOMPSON, INC. SAVINGS AND RETIREMENT PLAN	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 CTL/THOMPSON, INC.	D Employer Identification Number (EIN) 84-0609804

Part I	Distributions
--------	---------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 84-0609804 46-4317725 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)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
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
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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) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
----------------	---

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b):	
a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%	
b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.	
a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No	
b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:	
☐ Yes.	
☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.	
☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.	
☐ No. Other. Provide explanation: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☐ Design-based safe harbor method	
☐ "Prior year" ADP test	
☒ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702751A</u> .	

CTL|Thompson, Inc. Savings and Retirement Plan

Financial Report
December 31, 2023

CTL|Thompson, Inc. Savings and Retirement Plan

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Independent Auditor's Report

To the Plan Administrator
CTL|Thompson, Inc. Savings and Retirement Plan

Opinion

We have audited the financial statements of CTL|Thompson, Inc. Savings and Retirement Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statement of net assets available for benefits as of December 31, 2023 and 2022 and the related statement of changes in net assets available for benefits for the year ended December 31, 2023 and the related notes to the financial statements.

In our opinion, the accompanying financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022 and the changes in net assets available for benefits for the year ended December 31, 2023 in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audits 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 audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about 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 that may become due to such participants.

Auditor's Responsibilities for the Audits of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and, therefore, is not a guarantee that audits 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.

To the Plan Administrator
CTL|Thompson, Inc. Savings and Retirement Plan

In performing audits in accordance with GAAS, we:

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

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets held at end of year as of December 31, 2023 is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplemental information required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the 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.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Plante & Moreau, PLLC

Schaumburg, Illinois
July 23, 2024

CTL|Thompson, Inc. Savings and Retirement Plan**Statement of Net Assets Available for Benefits**

	December 31, 2023 and 2022	
	2023	2022
Assets		
Participant-directed investments at fair value - Mutual funds	\$ 9,473,256	\$ 8,405,012
Participant-directed investments at contract value - Unallocated insurance contract	869,163	785,747
Total participant-directed investments	10,342,419	9,190,759
Non-participant-directed investments at fair value:		
Money market fund	186,693	151,546
Common stocks	9,067,256	6,529,257
Total non-participant-directed investments at fair value	9,253,949	6,680,803
Total investments	19,596,368	15,871,562
Contributions receivable - Employer	600,000	900,000
Participant notes receivable	68,633	51,622
Cash - Non-interest bearing	18,197	36,250
Net Assets Available for Benefits	\$ 20,283,198	\$ 16,859,434

CTL|Thompson, Inc. Savings and Retirement Plan**Statement of Changes in Net Assets Available for Benefits****Year Ended December 31, 2023****Additions**

Contributions:

Employee	\$ 942,069
Employer - Net of forfeitures	602,531
Rollovers	<u>11,366</u>

Total contributions 1,555,966

Investment income:

Interest and dividends	375,453
Net realized and unrealized gains on investments	<u>3,074,068</u>

Total investment income 3,449,521

Interest from participant notes receivable 4,542

Total additions 5,010,029

Deductions

Benefits paid directly to participants or beneficiaries	1,453,281
Administrative expenses	<u>132,984</u>

Total deductions 1,586,265

Net Increase

3,423,764

Net Assets Available for Benefits

Beginning of year 16,859,434

End of year \$ 20,283,198

December 31, 2023 and 2022**Note 1 - Plan Description**

The following description of CTL|Thompson, Inc. Savings and Retirement Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of CTL|Thompson, Inc. (the "Company") who are age 21 or older, excluding leased employees, employees who are part of a union, and nonresident aliens. Plan entry dates are monthly. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company periodically makes discretionary profit-sharing contributions on behalf of eligible participants who have completed one year of service with at least 1,000 hours of service during that one-year period. CTL|Thompson Materials Engineers, Inc. (CTLE) is a related employer, and CTLE employees participate in the Plan.

Contributions

The Plan provides for employee salary deferral contributions up to a maximum of 100 percent of annual compensation subject to maximum tax-deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute up to 100 percent of their compensation on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan.

The Company makes annual contributions to the Plan, as approved by the Company's board of directors based on the Company's annual profitability. The Company declared contributions of \$602,531 for the year ended December 31, 2023, of which \$600,000 was recorded as a receivable on the statement of net assets available for benefits.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participants' compensation or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Vesting

Participants' contributions, rollovers, and related earnings are fully vested at all times and are not subject to forfeiture for any reason.

The Company's profit-sharing contributions (including forfeitures) and the related earnings vest according to the following schedule:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 1	- %
1	10
2	20
3	40
4	60
5	80
6 or more	100

December 31, 2023 and 2022**Note 1 - Plan Description (Continued)*****Forfeitures***

If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. The Company allocates forfeitures to participants on the earlier of the fifth consecutive one-year break in service or the end of the plan year following the payment of the vested account balance. Allocations of forfeitures are considered additional company contributions and are subject to the vesting provisions of company contributions. At December 31, 2023 and 2022, forfeited account balances totaled \$7,193 and \$6,904, respectively.

Participant Notes Receivable

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balances. The notes receivable are secured by the balance in the participant's account and bear interest at rates that range from 4.25 to 9.50 percent, which are commensurate with local prevailing rates determined periodically by the plan administrator. The notes mature at various dates through December 2028. Principal and interest are paid ratably through monthly payroll deductions.

Benefit Payments

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or various installment annuities. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

The plan allows for in-service distributions to participants age 59½ or older who have not terminated employment with the plan sponsor. Participants may request that all or a portion of their accounts be distributed in the case of financial hardship, as defined in the plan document. The plan administrator must approve any such hardship withdrawals. Participants who are granted a hardship withdrawal are not allowed to make contributions for the six months following such withdrawal. Furthermore, the Plan allows for terminated participant vested account balances of \$5,000 or less to be automatically distributed upon a distributable event.

Party-in-interest Transactions

Certain plan assets are in investment funds managed by Empower Annuity Insurance Company of America; Empower Trust Company, LLC; and Morgan Stanley Smith Barney or their affiliates. Empower Annuity Insurance Company of America; Empower Trust Company, LLC; and Morgan Stanley Smith Barney are the custodians of the Plan; therefore, these transactions qualify as party-in-interest transactions, as defined under ERISA guidelines. The Plan provides for participant notes receivables, which are party-in-interest transactions that are exempt from the prohibited transaction rules.

Termination

While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan document and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies***Investment Valuation and Income Recognition***

The Plan's investments are stated at fair value except as noted below. The fully benefit-responsive unallocated contract is valued at contract value. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees.

December 31, 2023 and 2022

Note 2 - Summary of Significant Accounting Policies (Continued)

The money market fund is valued at fair value based on its outstanding balance. All other investments are valued based on quoted market prices reported in active markets. See Note 3 for additional information.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable

Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Benefit Payments

Benefits are recorded when paid.

Administrative Expenses

Various administrative costs are paid by the Company.

Use of Estimates

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

Risks and Uncertainties

The Plan invests in various investment securities. 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 financial statements.

Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including July 23, 2024, which is the date the financial statements were available to be issued.

Note 3 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the valuation techniques and inputs used to measure fair value.

Level 1

Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

December 31, 2023 and 2022
Note 3 - Fair Value Measurements (Continued)
Level 3

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset.

In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2023 and 2022:

Assets Measured at Fair Value on a Recurring Basis at December 31, 2023				
	Level 1	Level 2	Level 3	Investments (at Fair Value)
Common stocks	\$ 9,067,256	\$ -	\$ -	\$ 9,067,256
Mutual funds	9,473,256	-	-	9,473,256
Money market fund	-	186,693	-	186,693
Total	<u>\$ 18,540,512</u>	<u>\$ 186,693</u>	<u>\$ -</u>	<u>\$ 18,727,205</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2022				
	Level 1	Level 2	Level 3	Investments (at Fair Value)
Common stocks	\$ 6,529,257	\$ -	\$ -	\$ 6,529,257
Mutual funds	8,405,012	-	-	8,405,012
Money market fund	-	151,546	-	151,546
Total	<u>\$ 14,934,269</u>	<u>\$ 151,546</u>	<u>\$ -</u>	<u>\$ 15,085,815</u>

Note 4 - Investment Contracts

The Plan has a benefit-responsive investment contract with Empower Annuity Insurance Company of America (Empower). Empower maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Interest is credited on contract balances using a single portfolio rate approach. Under this methodology, a single interest rate is applied to all contributions made to the product, regardless of the timing of those contributions. Interest crediting rates are reviewed on a semiannual basis for resetting but may not be less than 2 percent. When establishing interest crediting rates for this product, Empower considers many factors, including current economic and market conditions, the general interest rate environment, and both the expected and actual experience of a reference portfolio within the issuer's general account.

Generally, there are no events that could limit the ability of the Plan to transact at contract value paid within 90 days or, in rare circumstances, contract value paid over time. There are no events that allow the issuer to terminate the contract and that require the plan sponsor to settle an amount different than contract value paid either within 90 days or over time.

Notes to Financial Statements**December 31, 2023 and 2022****Note 5 - Tax Status**

The Plan uses a preapproved plan. The preapproved plan has received a favorable opinion letter from the Internal Revenue Service (IRS) indicating that the Plan, as designed, is qualified for federal income tax-exempt status. The Plan has not individually sought its own determination letter.

Note 6 - Non-participant-directed Investments

The significant components of net assets relating to non-participant-directed investments at December 31, 2023 and 2022 were as follows:

	2023	2022
Non-participant-directed investments:		
Common stocks	\$ 9,067,256	\$ 6,529,257
Money market fund	186,693	151,546
Total	<u>\$ 9,253,949</u>	<u>\$ 6,680,803</u>

The significant components of the changes in net assets relating to the non-participant-directed investments for the year ended December 31, 2023 are as follows:

Changes in net assets:	
Net realized and unrealized gain on investments and other transfers	\$ 2,039,412
Employer contribution	900,000
Benefit payments	(287,102)
Expenses	<u>(79,164)</u>
Net increase	<u>\$ 2,573,146</u>

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 84-0609804, Plan No. 002

December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
Mutual Funds			
Alliance Bernstein	AB Global Bond A	*	684,135
American Century	American Century Mid Cap Value A	*	7,901
American Funds	American Funds 2015 TRGT Retire R6	*	34,493
American Funds	American Funds 2020 TRGT Retire R6	*	1,005,792
American Funds	American Funds 2025 TRGT Retire R6	*	429,957
American Funds	American Funds 2030 TRGT Retire R6	*	803,443
American Funds	American Funds 2035 TRGT Retire R6	*	1,026,940
American Funds	American Funds 2040 TRGT Retire R6	*	1,253,670
American Funds	American Funds 2045 TRGT Retire R6	*	327,973
American Funds	American Funds 2050 TRGT Retire R6	*	707,356
American Funds	American Funds 2055 TRGT Retire R6	*	535,761
American Funds	American Funds 2060 TRGT Retire R6	*	396,920
BlackRock	BlackRock High Yield Bond Inv A	*	1,993
Fidelity	Fidelity Inflation Protected Bond Index	*	157,948
Invesco	Invesco Discovery Mid cap Growth R6	*	43,060
Ivy	Ivy Emerging Markets Equity A	*	58,724
John Hancock	JHancock Bond R6	*	205,115
JPMorgan(1)	Undiscovered Mgrs Behavioral Value A	*	99,895
JPMorgan(1)	JP Morgan Large Cap Value R6	*	216,584
MFS Investment Management	MFS INTL Diversification R6	*	51,778
Parnassus	Parnassus Core Equity - Inst	*	30,494
PIMCO	PIMCO Income INSTL	*	50,720
Putnam	Putnam Small Cap Growth Y	*	91,965
The Hartford	Hartford Balanced Income A	*	50,374
Vanguard	Vanguard Total Intl Stock Index Admiral	*	272,090
Vanguard	Vanguard Small Cap Index Adm	*	158,761
Vanguard	Vanguard Mid Cap Index Fund - Admiral	*	188,285
Vanguard	Vanguard 500 Index Admiral	*	581,129
Total mutual funds			9,473,256

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 84-0609804, Plan No. 002

December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
El Fixed Account	Unallocated Insurance Contract	*	869,163
Morgan Stanley (1)	Money market funds	186,693	186,693
Common Stocks			
ABB LTD ADR (ABBNY)	Common stock	18,636	38,823
ACCENTURE PLC IRELAND CL A (ACN)	Common stock	25,979	59,304
ADOBE INC (ADBE)	Common stock	39,295	60,853
AGCO CORP (AGCO)	Common stock	27,230	28,895
AGILENT TECHNOLOGIES (A)	Common stock	20,886	23,774
AIA GROUP LTD SPON ADR (AAGIY)	Common stock	14,980	18,301
ALLEGION PUB LTD CO (ALLE)	Common stock	60,563	64,232
ALPHABET INC CL A (GOOGL)	Common stock	91,095	284,269
AMAZON COM INC (AMZN)	Common stock	182,868	380,914
AMERICAN EXPRESS CO (AXP)	Common stock	9,572	22,106
AMERICAN TOWERS CORP (AMT)	Common stock	94,782	80,955
AMPHENOL CORP NEW CL A (APH)	Common stock	35,108	46,591
ANALOG DEVICES INC (ADI)	Common stock	43,298	52,222
ANSYS INC (ANSS)	Common stock	67,251	91,083
AON PLC CL A (AON)	Common stock	19,639	40,742
APPLIED MATERIALS INC (AMAT)	Common stock	63,499	195,780
ASM INTERNATIONAL NV (ASMIY)	Common stock	16,886	26,475
ASPEN TECHNOLOGY INCE (AZPN)	Common stock	64,982	74,631
ASSA ABLOY AB UNSP ADR (ASAZY)	Common stock	13,333	17,759
ATLASSIAN CORP PLC CL A (TEAM)	Common stock	35,196	50,189
AVERY DENNISON CORPORATION (AVY)	Common stock	20,385	18,801
BANK OF AMERICA CORP (BAC)	Common stock	24,620	25,724
BANK OF NEW YORK MELLON CORP (BK)	Common stock	85,172	112,063
BENTLEY SYS INC COM CL B (BSY)	Common stock	88,514	115,892
BERKLEY W R CORP (WRB)	Common stock	68,385	77,226

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 84-0609804, Plan No. 002

December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
BERKSHIRE HATHAWAY CL-B NEW (BRK'B)	Common stock	54,521	160,854
BLACKSTONE INC (BX)	Common stock	45,944	64,282
BOOZ ALLEN HAMILTON HLDG CL-A (BAH)	Common stock	33,446	47,327
BRIGHT HORIZONS FAMILY SOLUT (BFAM)	Common stock	63,033	52,491
BRP INC SUN VTG (DOOO)	Common stock	18,329	18,711
BUREAU VERITAS SA ADR (BVVBY)	Common stock	22,243	16,978
CADENCE DESIGN SYSTEM (CDNS)	Common stock	29,402	60,738
CAPITAL ONE FINANCIAL CORP (COF)	Common stock	108,828	178,193
CARLSBERG AS (CABGY)	Common stock	28,909	22,562
CHARLES RIVER LABS INTL INC (CRL)	Common stock	76,468	80,612
CHARLES SCHWAB NEW (SCHW)	Common stock	20,959	31,923
CHEMED CORPORATION (CHE)	Common stock	50,761	61,984
CHIPOTLE MEXICAN GRILL INC COM (CMG)	Common stock	31,352	58,798
CHOICE HOTELS INTL INC NEW (CHH)	Common stock	52,212	48,945
CHUBB LTD (CB)	Common stock	29,179	48,364
CIGNA CORP (CI)	Common stock	57,571	78,756
COCA COLA CO (KO)	Common stock	36,716	46,437
COCA-COLA EUROPACIFIC PARTNERS (CCEP)	Common stock	16,592	26,159
COMPUTERSHARE LTD SPN ADR (CMSQY)	Common stock	19,178	18,557
COOPER CO INC NEW (COO)	Common stock	94,220	98,016
DANAHER CORPORATION (DHR)	Common stock	124,328	124,693
DARLING INGREDIENTS INC (DAR)	Common stock	30,469	22,777
DEERE & CO (DE)	Common stock	21,170	23,192
DIAGEO PLC SPON ADR NEW (DEO)	Common stock	26,502	30,734
DOLBY CLA A COM STK (DLB)	Common stock	59,853	70,237
DYNATRACE INC (DT)	Common stock	37,648	53,159

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i
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 December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
ECOLAB INC (ECL)	Common stock	38,694	46,018
EDWARD LIFESCIENCES CORP (EW)	Common stock	53,571	60,619
EPIROC AKTIEBOLAG ADR (EPOKY)	Common stock	19,170	35,433
EQUIFAX INC (EFX)	Common stock	75,722	83,831
ESTEE LAUDER CO INC CL A (EL)	Common stock	47,478	34,368
EXPONENT INC (EXPO)	Common stock	64,220	59,867
FAIR ISAAC & CO INC (FICO)	Common stock	25,679	60,528
FORTIVE CORP (FTV)	Common stock	52,825	58,831
GALLAGHER ARTHUR J & CO (AJG)	Common stock	32,529	31,033
GARTNER INC (IT)	Common stock	43,461	57,742
HDFC BANK LTD ADR (HDB)	Common stock	17,840	24,294
HEXAGON AB ADR (HXGBY)	Common stock	15,982	26,140
IAC INTERACTIVECORP NEW (IAC)	Common stock	36,737	25,038
IDEXX LABS (IDXX)	Common stock	40,091	62,720
INDUSTRIA DE DISEÑO TEXTIL IND (IDEXY)	Common stock	19,665	26,177
INTEL CORP (INTC)	Common stock	61,197	71,255
INTERACTIVE BROKERS GROUP CL A (IBKR)	Common stock	41,566	55,875
INTERCONTINENTAL EXCHANGE INC (ICE)	Common stock	22,026	43,281
INTUIT INC (INTU)	Common stock	83,961	116,881
IQVIA HOLDINGS INC (IQV)	Common stock	17,803	43,731
JACK HENRY & ASSOC INC (JKHY)	Common stock	76,353	71,411
JOHNSON & JOHNSON (JNJ)	Common stock	46,379	50,000
JPMORGAN CHASE & CO (JPM)	Common stock	60,363	122,472
KONE OYJ ADR (KNYJY)	Common stock	20,992	19,505
LCI INDS (LCII)	Common stock	20,689	20,240
LEGRAND SA (LGRDY)	Common stock	21,138	20,395
LENNOX INTL INC (LII)	Common stock	56,030	96,217
LOEWS CORPORATION (L)	Common stock	3,738	9,465

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 84-0609804, Plan No. 002

December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
LPL FINL HLDGS INC COM (LPLA)	Common stock	58,124	79,895
LVMH MOET HENNESSY LOUIS VUITT (LVMUY)	Common stock	21,489	29,822
MARKEL CORP (HOLDING CO) (MKL)	Common stock	48,337	58,216
MARVEL TECHNOLOGY GROUP LTD (MRVL)	Common stock	48,283	60,310
MC DONALDS CORP (MCD)	Common stock	23,643	35,581
MERCK KGAA SPD ADR (MCKGY)	Common stock	15,203	16,937
META PLATFORMS INC CL A (FB)	Common stock	49,639	162,822
MGM RESORTS INTERNATIONAL (MGM)	Common stock	73,741	72,962
MICROSOFT CORP (MSFT)	Common stock	76,129	297,448
MONOLITHIC PWR SYSTEMS INC (MPWR)	Common stock	54,029	70,647
MOTOROLA SOLUTIONS INC (MSI)	Common stock	7,992	23,795
MSCI INC COM (MSCI)	Common stock	52,387	64,484
NIKE INC B (NKE)	Common stock	85,580	75,022
NINTENDO CO LTD ADR NEW (NTDOY)	Common stock	16,726	21,355
NORDSON CP (NDSN)	Common stock	78,542	95,098
NVIDIA CORPORATION (NVDA)	Common stock	45,059	136,185
NXP SEMICONDUCTORS NV (NXPI)	Common stock	18,277	33,533
OWENS CORNING INC (OC)	Common stock	39,997	67,741
PERNOD RICARD SA ADR (PRNDY)	Common stock	19,635	19,447
POOL CORP (POOL)	Common stock	109,466	106,057
PROCTER & GAMBLE (PG)	Common stock	25,811	42,643
PTC INC COM (PTC)	Common stock	14,819	34,642
QUEST DIAGNOSTICS INC (DGX)	Common stock	36,983	47,568
RELX PLC SPONSORED ADR (RELX)	Common stock	26,569	50,646
ROCKWELL AUTOMATION INC (ROK)	Common stock	16,954	30,738
ROLLINS INC (ROL)	Common stock	55,856	72,055
SAIA INC (SAIA)	Common stock	40,535	65,295
S&P GLOBAL INC COM (SPGI)	Common stock	20,086	44,933

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i
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 December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
SERVICENOW INC (NOW)	Common stock	40,693	93,963
SHIMANO INC ADR (SMNNY)	Common stock	15,832	13,041
SITEONE LANDSCAPE SUPPLY INC (SITE)	Common stock	64,727	63,213
SWATCH GROUP AG ADR THE UNSPON (SWGAY)	Common stock	34,342	26,347
SYSCO CORP (SYI)	Common stock	18,107	16,381
TAIWAN SMCNDCR MFG CO LTD ADR (TSM)	Common stock	17,308	39,000
TECK RESOURCES LTD (TECK)	Common stock	51,812	74,691
TELEDYNE TECH INC (TDY)	Common stock	62,576	63,373
TENCENT HLDGS LTD UNSPON ADR (TCEHY)	Common stock	17,635	19,197
TERADYNE INC (TER)	Common stock	77,034	77,700
TEXAS INSTRUMENTS (TXN)	Common stock	81,312	128,868
THALES USDPONSORD ADR (THLLY)	Common stock	21,976	25,806
THERMO FISHER SCIENTIFIC (TMO)	Common stock	87,105	108,281
THE SCOTTS MIRACLE-GRO COMPANY (SMG)	Common stock	76,643	43,478
THOR INDUSTRIES INC (THO)	Common stock	47,714	63,736
TOPBUILD CORP COM (BLD)	Common stock	14,679	24,701
TORONTO DOM BK NEW (TD)	Common stock	33,019	35,347
UBER TECHNOLOGIES INC (UBER)	Common stock	49,361	65,572
U S BANCORP COM NEW (USB)	Common stock	86,299	90,715
UNILEVER PLC (NEW) ADS (UL)	Common stock	38,869	36,166
UNITEDHEALTH GP INC (UNH)	Common stock	92,641	133,197
VERALTO CORP (VLTO)	Common stock	29,613	30,354
VERISK ANALYTICS INC COM (VRSK)	Common stock	46,758	58,520
VIATRIS INC (VTRS)	Common stock	124,466	110,714
VISA INC CL A (V)	Common stock	62,537	157,512
WARNER MUSIC GROUP CORP (WMG)	Common stock	12,046	13,457
WATSCO INC (WSO)	Common stock	60,322	84,837
WELLS FARGO & CO NEW (WFC)	Common stock	130,607	193,040

Schedule of Assets Held at End of Year

Form 5500, Schedule H, Line 4i

EIN 84-0609804, Plan No. 002

December 31, 2023

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
WEST PHARMACEUTICAL SVCS INC (WST)	Common stock	46,037	53,522
WOLTERS KLUWER NV SPON ADR (WTKWY)	Common stock	18,213	51,608
ZEBRA TECH CL-A (ZBRA)	Common stock	96,697	68,879
ZOETIS INC CLASS-A (ZTS)	Common stock	10,567	33,158
ZURN ELKAY WATER SOLNS CORP (ZWS)	Common stock	64,052	66,555
Total common stocks		6,449,376	9,067,256
Participant Notes Receivable (1)	Participant notes receivable bearing interest ranging from 4.25 to 9.50 percent	-	68,633
		\$ 6,449,376	\$ 19,665,001

(1) Denotes party-in-interest

* Cost information not required for participant-directed investments and, therefore, is not included