

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) _____ ☐ 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 BOYLE INVESTMENT COMPANY RETIREMENT SAVINGS PLAN & TRUST
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1984
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) BOYLE INVESTMENT COMPANY 5900 POPLAR AVE STE 100 MEMPHIS, TN 38119-3900
2b	Employer Identification Number (EIN) 62-0136740
2c	Plan Sponsor's telephone number 901-767-0100
2d	Business code (see instructions) 531390

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/04/2024	MATTHEW HAYDEN
	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	5 153
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) 122 6a(2) 118 6b 15 6c 17 6d 150 6e 6 6f 156 6g(1) 152 6g(2) 154 6h 0
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:

2A 2E 2J 2K 2G 3D 3H

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 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 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 BOYLE INVESTMENT COMPANY RETIREMENT SAVINGS PLAN & TRUST	B Three-digit plan number (PN) 002
C Plan sponsor's name as shown on line 2a of Form 5500 BOYLE INVESTMENT COMPANY	D Employer Identification Number (EIN) 62-0136740

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).....

X

YesNo
- 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	
THE TRUST COMPANY OF TENNESSEE, INC	4823 OLD KINGSTON PIKE, SUITE 100 KNOXVILLE, TN 37919
62-1291257	

(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)

RUANE CUNNIFF & GOLDFARB, INC.

9 WEST 57TH STREET - SUITE 500
NEW YORK, NY 10019-2701

13-2628641

(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 MANAGER	81465	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

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

THE TRUST COMPANY OF TENNESSEE

62-1291257

(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 19 27 50 65 15 21 37 51 72 17 24 38 64	NONE	64351	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

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

NEWSOUTH CAPITAL MANAGEMENT, INC.

999 S. SHADY RD, SUITE 501
MEMPHIS, TN 38120-4129

62-1237220

(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 MANAGER	32227	Yes ☒ No ☐	Yes ☐ No ☒	0	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
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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

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:

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
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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, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

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
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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
		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 BOYLE INVESTMENT COMPANY RETIREMENT SAVINGS PLAN & TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOYLE INVESTMENT COMPANY	D Employer Identification Number (EIN) 62-0136740	

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	3493	24661
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	6150	5429
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	837295	964568
(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)	11190551	12304268
(5) Partnership/joint venture interests	1c(5)	1882303	2063637
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	150389	157168
(9) Value of interest in common/collective trusts	1c(9)	5310453	1971704
(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)	45901939	55480409
(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)		
(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	65282573	72971844
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	65282573	72971844

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)	830271	
(B) Participants	2a(1)(B)	934127	
(C) Others (including rollovers)	2a(1)(C)	711739	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2476137
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	49972	
(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)	10504	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		60476
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	102095	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1188221	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1290316
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	18447879	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	17168438	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		1279441
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	2415594	
(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)		117294
(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)		7136605
c Other income	2c		791
d Total income. Add all income amounts in column (b) and enter total	2d		14776654

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6909190	
(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)		6909190
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)	150	
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	112469	
(6) Bank or trust company trustee/custodial fees	2i(6)	65574	
(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)		178193
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7087383

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7689271
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: **WATKINS UBERALL, PLLC**

(2) EIN: **62-1804252**

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?	☒		1000000
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 BOYLE INVESTMENT COMPANY RETIREMENT SAVINGS PLAN & TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOYLE INVESTMENT COMPANY	D Employer Identification Number (EIN) 62-0136740	

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.....	10
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): 62-1306704	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4	Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes ☐ No ☐ N/A
If the plan is a defined benefit plan, go to line 8.		
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.	
6	a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a
	b Enter the amount contributed by the employer to the plan for this plan year	6b
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c
If you completed line 6c, skip lines 8 and 9.		
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes ☐ No ☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes ☐ No ☐ N/A

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

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes ☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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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>Q704103A</u> .	

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

FINANCIAL STATEMENTS

December 31, 2023 and 2022



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INDEPENDENT AUDITOR'S REPORT

To The Plan Administrator
Boyle Investment Company Retirement Savings Plan & Trust
Memphis, Tennessee

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

We have performed audits of the accompanying financial statements of Boyle Investment Company Retirement Savings Plan & Trust, 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 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 (financial statements).

Management, having determined it is permissible in the circumstances, has elected to have the audit of Boyle Investment Company Retirement Savings Plan & Trust'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 Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022 and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

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 financial statements referred to above, 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.
- the information in the financial statements referred to above 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. 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 Boyle Investment Company Retirement Savings Plan & Trust 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.

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. 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 Boyle Investment Company Retirement Savings Plan & Trust's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, 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 Boyle Investment Company Retirement Savings Plan & Trust'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 Boyle Investment Company Retirement Savings Plan & Trust 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 certification, 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 accounting principles generally accepted in the United States of America.

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 accounting principles generally accepted in the United States of America.

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 schedule of Assets Held at End of Year as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information 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 generally accepted auditing standards. 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 their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the 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 Department of Labor'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).

Watkins Wilkerson, PLLC

Memphis, Tennessee
September 10, 2024

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2023 and 2022

	<u>Assets</u>	<u>2023</u>	<u>2022</u>
Cash		\$ 24,661	\$ 3,493
Investments, at fair value		72,784,586	65,122,541
Receivables:			
Interest and other receivables		5,429	6,150
Notes receivable from participants		157,168	150,389
Total receivables		<u>162,597</u>	<u>156,539</u>
Net assets available for benefits		<u><u>\$ 72,971,844</u></u>	<u><u>\$ 65,282,573</u></u>

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

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the Year Ended December 31, 2023

Additions to Net Assets Attributed to:

Investment Income:

Net appreciation in fair value of investments	\$ 10,748,670
Other interest income	49,972
Dividends	<u>1,491,371</u>
	12,290,013
Less investment expenses	<u>(178,193)</u>
	12,111,820

Interest income on notes receivable from participants	10,504
---	--------

Contributions:

Employer	830,272
Participants	934,127
Rollovers	<u>711,738</u>
	<u>2,486,641</u>

Total additions	14,598,461
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Deductions from Net Assets Attributed to:

Benefit payments to participants	<u>(6,909,190)</u>
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Net increase	7,689,271
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Net Assets Available for Benefits:

Beginning of the year	<u>65,282,573</u>
End of the year	<u><u>\$ 72,971,844</u></u>

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

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

NOTES TO FINANCIAL STATEMENTS

December 31, 2023 and 2022

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Boyle Investment Company Retirement Savings Plan & Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan sponsored by Boyle Investment Company and its subsidiaries (collectively referred to as the Company). All employees of the Company are eligible to participate on the first day of January or July following a year of service as defined by the Plan document, provided they are 21 years of age except for leased or contract employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Contributions

The Plan provides for participant and employer contributions. Participants may contribute up to 100% of their compensation subject to Internal Revenue Code limitations to the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified plans (rollover). The Company may make a discretionary matching contribution and a discretionary non-elective contribution to the Plan at the end of the year. For the year ended December 31, 2023, the Company made employer matching contribution equal to 100% of each participant's contributions from compensation up to \$750, and 50% for contributions between \$751 and \$2,000, totaling \$95,556. The Company also made a \$734,716 non-elective contribution to the Plan for the year ended December 31, 2023.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Upon enrollment in the Plan, a participant may direct all contributions to any of the Plan's fund options.

Vesting

Participants are immediately vested in their contributions and employer contributions, as defined.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 reduced by the excess of the highest outstanding balance of the loans from the Plan to the Participant during the one year period ending on the day before the date on the loan is made or 50% of their account balance. The loans are secured by the balance in the participant's account and bear interest at 1% above the Prime Rate. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service, participants whose accrued benefits do not exceed \$5,000 will receive a lump-sum payment equal to the vested balance of their account. Participants whose accrued benefits exceed \$5,000 may elect to receive their benefits in a lump-sum payment or in monthly, quarterly, or annual installments over a fixed reasonable period of time, or a partial withdrawal. Withdrawals by a participant while employed are limited to those requested due to events of financial hardship as defined by the plan document or upon attainment of 59 ½.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment related expenses are included in investment expenses. Additional fees are charged to participants based on their usage of certain plan features.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Plan are prepared using the accrual method of accounting.

The Plan's investments are stated at fair market value, as defined by generally accepted accounting principles. See Note 3 for disclosure related to fair value measurement.

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

Contributions receivable is recorded at the estimated net realizable value. An allowance for credit losses is recorded based upon management's estimate of expected credit losses, determined by using subsequent collections. Management has determined that an allowance for credit losses is not considered necessary as of December 31, 2023.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as deemed loan distributions based upon the terms of the Plan document. No allowance for credit losses has been recorded as of December 31, 2023 and 2022.

The Plan presents in the statement of changes in net assets available for benefits the net appreciation (depreciation) in the fair value of its investments, which consists of investment income, realized gains (losses), and the unrealized appreciation (depreciation) on investments.

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 reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Benefits are recorded when paid.

Adoption of New Accounting Standards

In June 2016, the Financial Accounting Standards Board ("FASB") issued guidance (FASB ASC 326 – Allowance for Credit Losses) which significantly changed how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The most

significant change in this standard is a shift from the incurred loss model to the expected loss model. Under the standard, disclosures are required to provide users of the financial statement with useful information in analyzing an entity's exposure to credit risk and the measurement of credit losses. Financial assets held by the Plan that are subject to the guidance in FASB ASC 326 were contributions receivable.

The Plan adopted the standard effective January 1, 2023. The impact of the adoption was not considered material to the financial statement and primarily resulted in new/enhanced disclosures only.

Date of Management's Review

The plan sponsor has evaluated the Plan's December 31, 2023 financial statements for subsequent events through September 10, 2024, the date the financial statements were available to be issued. Other than the event disclosed in Note 3, the plan sponsor is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

NOTE 3 - FAIR VALUE MEASUREMENTS

Generally accepted accounting principles establish 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 generally accepted accounting principles 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;
- 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 is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Common stock: Valued at the closing price reported on the active market on which the individual securities are traded.

Mutual funds: Valued at net asset value of shares held by the plan at year end.

Money market funds: Valued at the closing price reported on the active market on which similar securities are traded.

Limited partnerships: Valued at the Plan's proportional share of the net asset value (NAV) reported by the underlying entities. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability. The practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

Collective trust fund: Valued at net asset value (NAV) of units held. The NAV is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liability. The practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV.

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 assets at fair value as of December 31, 2023 and 2022, respectively.

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
Common stock	\$ 12,304,268	\$ -	\$ -	\$ 12,304,268
Mutual funds	55,480,409	-	-	55,480,409
Money market funds	-	964,568	-	964,568
Total assets in the fair value hierarchy	67,784,677	964,568	-	68,749,245
Investments measured at net asset value*	-	-	-	4,035,341
Investments at fair value	<u>\$ 67,784,677</u>	<u>\$ 964,568</u>	<u>\$ -</u>	<u>\$ 72,784,586</u>

Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
Common stock	\$ 11,190,550	\$ -	\$ -	\$ 11,190,550
Mutual funds	45,901,940	-	-	45,901,940
Money market funds	-	837,295	-	837,295
Total assets in the fair value hierarchy	57,092,490	837,295	-	57,929,785
Investments measured at net asset value*	-	-	-	7,192,756
Investments at fair value	<u>\$ 57,092,490</u>	<u>\$ 837,295</u>	<u>\$ -</u>	<u>\$ 65,122,541</u>

* In accordance with Subtopic 820-10, certain investments that were measured net asset value 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 line items presented in the statements of net assets available for benefits.

The following table summarizes investments measured at fair value based on the net asset value (“NAV”) as of December 31, 2023 and 2022, respectively.

<u>December 31, 2023</u>	<u>Fair Value</u>	<u>Unfunded Commitments</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Partnerships and Limited				
Liability Companies				
GT Erisa Fund, Ltd.	\$ 2,063,637	N/A	Annually	90 Days
Collective Trust Fund				
Capital Preservation Fund	1,534,380	N/A	Daily	None
Invesco Stable Value Trust CI A1	437,324	N/A	Daily	None
	<u>\$ 4,035,341</u>			
 <u>December 31, 2022</u>	 <u>Fair Value</u>	 <u>Unfunded Commitments</u>	 <u>Redemption Frequency</u>	 <u>Redemption Notice Period</u>
Partnerships and Limited				
Liability Companies				
GT Erisa Fund, Ltd.	\$ 1,882,303	N/A	Annually	90 Days
Collective Trust Fund				
Capital Preservation Fund	5,310,453	N/A	Daily	None
	<u>\$ 7,192,756</u>			

Redemption restrictions apply to the Plan’s assets held in partnerships and limited liability companies. Under these restrictions, the Plan may redeem all or any portion of its shares from the GT ERISA Fund, Ltd. as of the last business day of each fiscal year, upon not less than 90 days prior to written notice to the Fund. The Plan may redeem shares at any time other than the last business day of a calendar year at the sole discretion of the Fund’s Board of Directors.

The GT ERISA Fund, Ltd. was organized as an open-ended “umbrella” fund under the Cayman Islands Mutual Funds Law incorporated with multiple classes of shares. Each class of shares is separately valued and pursues its own investment objectives and strategies and conducts all of its investments and trading activities through an affiliated private fund managed by Gerber/Taylor Management Company (“GTM”). The Company’s overall objective is to achieve capital appreciation through direct and indirect investments in securities, derivative instruments and commodities. Substantially all of the Class A shares are invested in GT Partners, L.P., a Delaware limited partnership formed in 1990.

Effective January 1, 2024, a full redemption was made for investments in GT ERISA Fund, Ltd., and funds were immediately reinvested in other investment options offered by the Plan.

For redemptions from the Capital Preservation Fund and Invesco Stable Value Trust Class A1, participants may redeem units of the Fund daily for the purpose of funding a bona fide benefit payment, making a participant loan, honoring an employee-directed transfer for the employee’s interest in the plan to another investment election that is a noncompeting investment, or paying custodian fees. Participants may make withdrawals from the Fund for other purposes generally only upon 12 months’ advance written notice to the custodian.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, the normal benefit payment provisions of the Plan will remain operative, with the exception that participants will be eligible to receive payment of their accrued benefits as soon as administratively practicable.

NOTE 5 - 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. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. 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 amount reported in the statement of net assets available for benefits.

NOTE 6 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain plan expenses that are paid directly by the Company qualify as party-in-interest transactions. These transactions are exempt from the prohibited transaction provisions of ERISA and the Internal Revenue Code.

NOTE 7 - TAX STATUS

The Internal Revenue Service issued an opinion letter dated June 30, 2020, stating that Non-Standardized Pre-Approved Profit Sharing Plan with CODA, which the Plan adopted, was designed in accordance with applicable Internal Revenue Code (IRC) requirements. The Company has not applied for a determination letter the IRC regarding the qualification of the Plan as it applied to the Company; however, the plan administrator and the plan's tax counsel believe the plan is currently designed and being operated in compliance with the applicable requirements of the IRC. The Plan administrator believes that the Plan has not generated any taxable income and no federal or state income tax returns have been filed. Federal and state taxing authorities could request an examination of the financial records of the Plan to ascertain if any such taxable income exists but no such examination has occurred or is pending.

NOTE 8 – SUMMARY OF INFORMATION CERTIFIED BY CUSTODIAN

The following investments and activities related to these investments included in the accompanying 2023 financial statements and supplemental information was obtained from data that has been prepared and certified to as complete and accurate by the custodian, the Trust Company of Tennessee.

	2023	2022
Investments, at Fair Value:		
Common stock	\$ 4,309,104	\$ 3,954,062
Mutual funds	55,480,409	45,901,940
Money market accounts	452,911	447,890
Common collective trust	1,971,704	5,310,453
Limited partnership	2,063,637	1,882,303
Investment income (loss)	10,336,835	(11,202,535)
Notes receivable from participants	157,168	150,389

SUPPLEMENTAL INFORMATION

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2023

Form 5500- Schedule H, Part IV Line 4i
Employer: Boyle Investment Company
Plan #: 002
EIN: 62-0136740

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Money Market Funds			
	JP Morgan US Govt Mmkt Capital	Money Market Fund	**	\$ 452,910
	Ruane Cunniff & Co., Inc.-			
	Dreyfus Treasury Securities Cash Management	Money Market Fund	**	511,658
				<u>\$ 964,568</u>
	Mutual Funds			
	BlackRock Lifepath Index 2025 Fund K	Mutual Fund	**	\$ 431,034
	BlackRock Lifepath Index 2030 Fund K	Mutual Fund	**	721,663
	BlackRock Lifepath Index 2035 Fund K	Mutual Fund	**	1,294,893
	BlackRock Lifepath Index 2040 Fund K	Mutual Fund	**	423,538
	BlackRock Lifepath Index 2045 Fund K	Mutual Fund	**	392,591
	BlackRock Lifepath Index 2050 Fund K	Mutual Fund	**	455,787
	BlackRock Lifepath Index 2055 Fund K	Mutual Fund	**	48,891
	BlackRock LifePath Index 2060 Fund K	Mutual Fund	**	1,152,835
	BlackRock LifePath Index 2065 Fund K	Mutual Fund	**	15,350
	BlackRock Lifepath Index Retirement Fd K	Mutual Fund	**	318,761
	Blackrock Strategic Income Opps K	Mutual Fund	**	2,723,213
	Conestoga Small Cap Inst'l	Mutual Fund	**	2,689,406
	Fidelity Real Estate Index Fund	Mutual Fund	**	1,718,683
	First Eagle Global Class I	Mutual Fund	**	7,357,217
	Goldman Sachs GQG Ptnrs Intl Opps R6	Mutual Fund	**	3,148,748
	JP Morgan Core Bond R6	Mutual Fund	**	1,332,738
	JP Morgan Emerging Markets Equity R6	Mutual Fund	**	2,747,697
	Longleaf Partners Funds #133	Mutual Fund	**	1,993,740
	Longleaf Partners Funds Small-Cap Fund #134	Mutual Fund	**	1,633,046
	Metropolitan West Intermediate Bond I	Mutual Fund	**	1,334,904
	Nationwide WCM Focused Small Cap R6	Mutual Fund	**	1,636,040
	Schroders International Multi-Cap Value	Mutual Fund	**	2,929,966
	Vanguard 500 Index Fd #540 Adm Shs	Mutual Fund	**	8,568,561
	Vanguard Growth Index Admiral	Mutual Fund	**	6,505,032
	Vanguard Inflation-Protected Sec Fd Admiral	Mutual Fund	**	254,622
	Vanguard Value Index Admiral #506	Mutual Fund	**	3,651,453
				<u>\$ 55,480,409</u>

See independent auditor's report.

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

December 31, 2023

(a)	(b) Identity of Issuer Borrower, Lessor, or Similar Party	(c) Description	(d) Cost	(e) Current Value
Limited Partnerships				
	GT ERISA	Limited Partnership	**	\$ 2,063,637
Collective Trust Fund				
	Federated Capital Preservation Fd R6	Collective Trust Fund	**	\$ 1,534,380
	Invesco Stable Value Trust CI A1	Collective Trust Fund	**	437,324
				<u>\$ 1,971,704</u>
Common Stocks				
	Alphabet Inc. CI A	Common Stock	**	\$ 468,939
	Alphabet Inc. CI C	Common Stock	**	129,092
	ASGN Inc	Common Stock	**	113,961
	Ashtead Group PLC SHS	Common Stock	**	253,760
	Autozone Inc.	Common Stock	**	297,345
	Berkshire Hathaway Inc. Del CI B New	Common Stock	**	292,461
	Brookfield Asset Management Inc.	Common Stock	**	216,046
	Capital One FINL CORP COM	Common Stock	**	357,695
	Carmax Inc.	Common Stock	**	272,887
	CGI, Inc.	Common Stock	**	205,843
	Constellation Software Inc.	Common Stock	**	580,604
	Credit Acceptance Corp	Common Stock	**	319,638
	DigitalBridge Group Inc CI A	Common Stock	**	81,736
	Elevance Health Inc COM	Common Stock	**	496,081
	Eurofins Scientific SE	Common Stock	**	352,947
	Euronet Worldwide Inc.	Common Stock	**	132,952
	FedEx Corporation	Common Stock	**	194,787
	Fidelity National Information Svcs	Common Stock	**	86,200
	FISERV Inc.	Common Stock	**	188,633
	FMC Corp	Common Stock	**	85,118
	Hanesbrand Inc	Common Stock	**	70,000
	Hologic Inc.	Common Stock	**	121,108
	Howard Hughes Holdings Inc.	Common Stock	**	104,372
	Intercontinental Exchange Inc	Common Stock	**	656,534
	Jacobs Solutions Inc Com	Common Stock	**	309,573
	Liberty Broadband Corp Ser A	Common Stock	**	70,641
	Liberty Broadband Corp Ser C	Common Stock	**	198,413
	Liberty SinusXM Group Ser C	Common Stock	**	262,186
	Liberty Media Corp. Del Com Ser A Formula One	Common Stock	**	108,307

See independent auditor's report.

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

December 31, 2023

(a)	(b) Identity of Issuer Borrower, Lessor, or Similar Party	(c) Description	(d) Cost	(e) Current Value
	Liberty Media Corp. Del Com Ser C Formula One	Common Stock	**	288,504
	LKQ Corporation	Common Stock	**	123,298
	Lumine Group Inc Registered SHS	Common Stock	**	15,354
	Meta Platforms Inc. CL A	Common Stock	**	191,492
	Marriott Vacations Worldwide Corp	Common Stock	**	64,092
	MSC Industrial Direct Inc CI A	Common Stock	**	162,016
	Open Text Corp	Common Stock	**	277,962
	Rolls Royce Holdings PLC	Common Stock	**	460,811
	SAP AG Systeme Anwendungen Produkte In DER	Common Stock	**	350,631
	Schwab Charles Corp.	Common Stock	**	501,965
	SS&C Technologies Holdings Inc	Common Stock	**	106,943
	Stanley Black & Decker Inc COM	Common Stock	**	119,682
	Taiwan Semiconductor Manufacturing Co Sponsored ADR	Common Stock	**	350,376
	Thermo Fisher Scientific Incorp.	Common Stock	**	169,853
	Treehouse Foods	Common Stock	**	81,242
	UnitedHealth Group Inc.	Common Stock	**	485,405
	Universal Music Group	Common Stock	**	483,054
	Vertiv Holdings Co CL A	Common Stock	**	404,172
	Warner Bros Discovery Inc Ser A	Common Stock	**	142,591
	Wesco Intl Inc	Common Stock	**	174,749
	Willis Towers Watson Pub Lmt'd	Common Stock	**	84,420
	Zebra Technologies Corp CI A	Common Stock	**	237,797
				<u>12,304,268</u>
				<u>\$ 72,784,586</u>
*	Participant Loans	Interest rates at 4.25-9.5%	\$ -	<u>\$ 157,168</u>

* Indicates a party in interest.

** Indicates information not required, as accounts are participant directed.

See independent auditor's report.

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2023

Form 5500- Schedule H, Part IV Line 4i
Employer: Boyle Investment Company
Plan #: 002
EIN: 62-0136740

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor or Similar Party	Description of Investment	Cost	Current Value
	Money Market Funds			
	JP Morgan US Govt Mmkt Capital	Money Market Fund	**	\$ 452,910
	Ruane Cunniff & Co., Inc.-			
	Dreyfus Treasury Securities Cash Management	Money Market Fund	**	511,658
				<u>\$ 964,568</u>
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	BlackRock LifePath Index 2065 Fund K	Mutual Fund	**	15,350
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				<u>\$ 55,480,409</u>

See independent auditor's report.

**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

December 31, 2023

(a)	(b) Identity of Issuer Borrower, Lessor, or Similar Party	(c) Description	(d) Cost	(e) Current Value
Limited Partnerships				
	GT ERISA	Limited Partnership	**	\$ 2,063,637
Collective Trust Fund				
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	Euronet Worldwide Inc.	Common Stock	**	132,952
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	FISERV Inc.	Common Stock	**	188,633
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	Liberty Broadband Corp Ser A	Common Stock	**	70,641
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**BOYLE INVESTMENT COMPANY
RETIREMENT SAVINGS PLAN & TRUST**

SCHEDULE OF ASSETS (HELD AT END OF YEAR) (Continued)

December 31, 2023

(a)	(b) Identity of Issuer Borrower, Lessor, or Similar Party	(c) Description	(d) Cost	(e) Current Value
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	Warner Bros Discovery Inc Ser A	Common Stock	**	142,591
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				<u>\$ 72,784,586</u>
*	Participant Loans	Interest rates at 4.25-9.5%	\$ -	<u>\$ 157,168</u>

* Indicates a party in interest.

** Indicates information not required, as accounts are participant directed.

See independent auditor's report.