

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 G.W. BERKHEIMER CO., INC. 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/01/2002
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) G.W. BERKHEIMER CO., INC. 6000 SOUTHPORT ROAD PORTAGE, IN 46368
2b	Employer Identification Number (EIN) 35-0823544
2c	Plan Sponsor's telephone number 219-764-5200
2d	Business code (see instructions) 423700

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.	10/10/2024	DEAN P. COBBLE
	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	5 459
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) 330 6a(2) 333 6b 10 6c 101 6d 444 6e 1 6f 445 6g(1) 364 6g(2) 382 6h 41
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 2K 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 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 G.W. BERKHEIMER CO., INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 G.W. BERKHEIMER CO., INC.	D Employer Identification Number (EIN) 35-0823544

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

x

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

(b)

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

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

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

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

JPMORGAN INVEST HOLDINGS LLC

13-2624428

(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	9337	Yes ☒ No ☐	Yes ☒ No ☐	0	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
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 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 G.W. BERKHEIMER CO., INC. 401(K) PLAN				B Three-digit plan number (PN) ▶ 003	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 G.W. BERKHEIMER CO., INC.				D Employer Identification Number (EIN) 35-0823544	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: JPMCB STABLE ASSET INCOME CF					
b Name of sponsor of entity listed in (a): JP MORGAN					
c EIN-PN 20-1978950-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2815681	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT,	

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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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs, 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
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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 G.W. BERKHEIMER CO., INC. 401(K) PLAN	B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 G.W. BERKHEIMER CO., INC.	D Employer Identification Number (EIN) 35-0823544

Part I	Asset and Liability Statement
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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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	453738	408390
(9) Value of interest in common/collective trusts	1c(9)	3341807	2807117
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	38127791	45074702
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	41923336	48290209
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	41923336	48290209

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)	2479880	
(B) Participants	2a(1)(B)	1068692	
(C) Others (including rollovers)	2a(1)(C)	52349	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3600921
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	23170	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		23170
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1245674	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1245674
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		79013
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		5061035
c Other income	2c		4344
d Total income. Add all income amounts in column (b) and enter total	2d		10014157

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3637947	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		3637947
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	9337	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	0	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		9337
j Total expenses. Add all expense amounts in column (b) and enter total	2j		3647284

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6366873
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: **SWARTZ RETSON**

(2) EIN: **35-1509921**

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?	☒		100500
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.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan G.W. BERKHEIMER CO., INC. 401(K) PLAN		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 G.W. BERKHEIMER CO., INC.		D Employer Identification Number (EIN) 35-0823544
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): 84-1455663		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 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
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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>11 / 14 / 2022</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702518A</u> .	

FINANCIAL STATEMENT AND
INDEPENDENT AUDITORS' REPORT

G.W. BERKHEIMER CO., INC.
401(k) PLAN

DECEMBER 31, 2023 AND 2022

SWARTZ, RETSON & CO., P.C.
CERTIFIED PUBLIC ACCOUNTANTS
235 E. 86TH AVENUE
MERRILLVILLE, INDIANA 46410

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235 East 86th Avenue • Merrillville, IN 46410 • 219.769.3616 • Fax 219.736.4876 • www.swartz-retson.com

INDEPENDENT AUDITORS' REPORT

To the Board of Trustees
G.W. Berkheimer Co., Inc. 401(k) Plan
6000 Southport Road
Portage, IN 46368

Opinion

We have audited the financial statements of G.W. Berkheimer Co., Inc. 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which 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 years then ended and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of G.W. Berkheimer Co., Inc. 401(k) Plan as of December 31, 2023 and 2022, and the changes in its net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of G.W. Berkheimer Co., Inc. 401(k) 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 G.W. Berkheimer Co., Inc. 401(k) Plan's ability to continue as a going concern within one year after the date that 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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements, including omissions, are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of G.W. Berkheimer Co., Inc. 401(k) 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 G.W. Berkheimer Co., Inc. 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

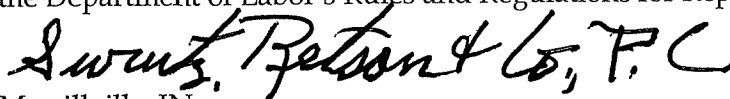
We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Other Matter – Supplemental Schedules 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) is presented for purpose 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 has been subjected to the auditing procedures applied in the audits 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 Department of Labor'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 Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.



Merrillville, IN

October 8, 2024

G.W. BERKHEIMER CO., INC. 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
A S S E T S		
INVESTMENTS AT FAIR VALUE		
Black Rock Equity Dividend I	\$ 1,312,652	\$ 1,248,226
JPMorgan Investor Balanced Fund Select	3,901,379	3,292,870
JPMorgan Investor Conservative Growth Fund Select	4,740,127	4,553,585
JPMorgan Investor Growth & Income Fund Select	4,884,347	4,141,536
JPMorgan Mid-Cap Growth Fund Class R6	628,677	474,741
JPMorgan Small-Cap Equity Fund Select	1,535,028	1,382,390
JPMorgan Smart Retirement Income Institutional	577,639	470,933
JPMorgan Smart Retirement 2020 Instl	112,750	131,528
JPMorgan Smart Retirement 2025 Instl	1,904,748	1,613,530
JPMorgan Smart Retirement 2030 Instl	5,262,127	4,279,258
JPMorgan Smart Retirement 2035 Instl	1,206,058	979,351
JPMorgan Smart Retirement 2040 Instl	2,098,246	1,610,243
JPMorgan Smart Retirement 2045 Instl	1,296,767	978,869
JPMorgan Smart Retirement 2050 Instl	1,877,780	1,371,830
JPMorgan Smart Retirement 2055 Instl	716,507	459,386
JPMorgan Smart Retirement 2060 Fund	33,752	3,805
JPMorgan Smart Retirement 2065 Fund	1,449	00
JPMorgan International Equity R5	1,302,467	1,061,791
JPMorgan Large-Cap Growth R5	2,281,224	1,747,995
JPMorgan Core Bond R5	1,841,818	1,847,009
JPMCB Stable Asset Inc - Instl	2,815,683	3,341,809
Vanguard Mid-Cap Index Fund Admiral Shares	3,673,043	3,468,833
Vanguard 500 Index Fund Admiral Shares	3,509,946	2,739,112
Victory Sycamore Established Value I	<u>367,605</u>	<u>270,969</u>
Total Investments at Fair Value	<u>47,881,819</u>	<u>41,469,599</u>
RECEIVABLES		
Participant Loans	408,390	453,738
Employer Profit Sharing Contribution	<u>1,625,000</u>	<u>2,206,360</u>
Total Receivables	<u>2,033,390</u>	<u>2,660,098</u>
 TOTAL ASSETS	 <u>\$49,915,209</u>	 <u>\$44,129,697</u>
LIABILITIES AND NET ASSETS		
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$49,915,209</u>	 <u>\$44,129,697</u>

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

G.W. BERKHEIMER CO., INC. 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Investment Income:		
Net Appreciation in Fair Value of Investments	\$ 5,139,843	\$ (9,407,094)
Interest and Dividends	1,250,263	2,406,206
Loan Interest Income	<u>23,170</u>	<u>22,177</u>
Total Investment Income	<u>6,413,276</u>	<u>(6,978,711)</u>
Contributions:		
Employer Match	301,374	309,654
Employer Profit Sharing	1,625,000	2,206,360
Participants	1,068,691	1,030,297
Participants' Rollover	<u>52,349</u>	<u>81,550</u>
Total Contributions	<u>3,047,414</u>	<u>3,627,861</u>
TOTAL ADDITIONS	<u>9,460,690</u>	<u>(3,350,850)</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits Paid to Participants	3,666,419	1,374,342
Administrative Expenses	<u>8,759</u>	<u>12,367</u>
TOTAL DEDUCTIONS	<u>3,675,178</u>	<u>1,386,709</u>
NET INCREASE (DECREASE)	5,785,512	(4,737,559)
NET ASSETS AVAILABLE FOR BENEFITS – Beginning of Year	<u>44,129,697</u>	<u>48,867,256</u>
NET ASSETS AVAILABLE FOR BENEFITS – End of Year	<u>\$49,915,209</u>	<u>\$44,129,697</u>

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

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 1 - DESCRIPTION OF PLAN

The following description of G.W. Berkheimer Co., Inc. 401(k) Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provision.

A. General

The Plan is a defined contribution plan, and was organized effective January 1, 2002 by G.W. Berkheimer Co., Inc. (the Company). The Company encourages participation by matching a portion of the employees' contribution. It is subject to the provision of the Employee Retirement Income Security Act of 1974 (ERISA), and subsequent pension amendments.

All full time employees, age 21 or older, who have at least 1,000 hours of employment in a calendar year and are not a member of a collective bargaining unit are eligible to enroll in the Plan.

B. Contributions

Participants are allowed to make contributions under the provision of Section 401(k) of the Internal Revenue Code. Company contributions are made at the discretion of the Board of Directors. G.W. Berkheimer Co., Inc. has made contributions equal to 50% of the employees' contributions, up to 4% of their qualifying compensation for the years ending December 31, 2023 and 2022.

Also, the Company made discretionary profit-sharing contributions of \$1,625,000 and \$2,206,360 for the years ended December 31, 2023 and 2022, respectively.

C. Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings. Allocations are based on participant earnings, contributions, and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from a participant's vested account.

D. Withdrawals

Withdrawals of funds from the Plan for financial hardships at times other than retirement, death, or other termination of employment are not permitted. Participants may withdraw any amount, up to 100%, of the value of their rollover contribution.

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 1 - DESCRIPTION OF PLAN CONTINUED

E. Vesting

Participants are immediately vested in their voluntary contributions including earnings thereon. Vesting in employer contributions and related earnings is based on the following schedule:

<u>Years of Service</u>	<u>Percentage</u>
Less than 2	0%
2 but less than 3	20%
3 but less than 4	40%
4 but less than 5	60%
5 but less than 6	80%
6 or more	100%

F. Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The notes are secured by the balance in the participant's account and bear interest at rates that are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest are paid through payroll deductions.

G. Payment of Benefits

Upon reaching normal retirement date, or upon death or termination, a participant or beneficiary may elect to receive a lump sum amount equal to their total vested interest, or to receive in the form of an annuity, or a combination of these.

H. Forfeitures

Forfeitures of non-vested benefits of terminated employees are used to reduce Company contributions and administrative expenses.

I. Termination of Plan

Although 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 of ERISA. In the event of plan termination, participants will become fully vested in their accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

B. Investment Valuation and Income Recognition

Investments are stated at fair value. Purchases and sales of investments are reflected on a trade-date basis. Dividends are recorded on the ex-dividend date. Interest is recorded as earned. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year. Employee and employer contributions are invested into the following investment accounts as directed by plan participants:

BlackRock Equity Dividend Institutional seeks long-term total return and current income. The fund seeks to achieve its objective by investing primarily in a diversified portfolio of equity securities.

The JPMorgan Investor Balanced Fund Select seeks high total return consistent with the preservation of capital by investing primarily in a diversified group of mutual funds within the same group of investment companies that invest primarily in equity and fixed income securities.

The JPMorgan Investor Conservative Growth Fund Select seeks income and capital appreciation. The fund invests a majority of assets in JPMorgan fixed-income funds and may also invest in a portion of JPMorgan equity and money market funds.

The JPMorgan Investor Growth & Income Fund Select seeks long-term capital appreciation and growth of income. The fund primarily invests in diversified mutual funds in the same group of investment companies that invest primarily in equity securities, primarily JPMorgan funds. The fund may also invest in JPMorgan fixed-income and money market funds.

The JPMorgan Market Expansion Index Fund Select seeks to provide a return which duplicates the price and yield performance of common stock in the small and mid-capitalization equity markets.

The JPMorgan Small-Cap Equity Fund Select seeks long-term growth of capital. The fund normally invests at least 80% of assets in equity securities of small cap companies. It may invest in common stocks, preferred stocks, convertible securities, depository receipts, and warrants to buy common stocks.

The JPMorgan Smart Retirement Income Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2020 Institutional Investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

B. Investments Continued

The JPMorgan Smart Retirement 2025 Institutional Investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2030 Institutional Investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2035 Institutional Investment seeks high total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2040 Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2045 Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2050 Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2055 Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2060 Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan Smart Retirement 2065 Institutional Investment seeks total return with a shift to current income and some capital appreciation over time as the fund approaches and passes the target retirement date.

The JPMorgan International Equity R5 Fund seeks total return from long-term capital growth and income. The fund invests at least 80% of the value of its assets in equity investments.

The JPMorgan Large-Cap Growth R5 Fund seeks long-term capital appreciation. Under normal circumstances, at least 80% of the fund's assets will be invested in the equity securities of large, well-established companies.

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

B. Investments Continued

The JPMorgan Core Bond Fund R5 seeks to maximize total return and invests primarily in investment-grade bonds and debt securities. The fund normally invests at least 80% of its assets in bonds. The fund may invest in derivative instruments.

The JPMorgan Mid-Cap Growth Select seeks a long-term capital appreciation and growth of income by investing primarily in equity securities.

The JPMCB Stable Asset Income Fund seeks the preservation of principal, while providing current income and liquidity. The Fund invests in a highly diversified fixed income strategy which may include various securities.

The Munder Mid-Cap Core Growth Fund Y seeks long-term capital appreciation. The fund normally invests at least 80% of assets in the equity securities of mid-capitalization companies.

The Vanguard Mid-Cap Index Fund Admiral seeks to track an index of medium-sized companies whose stocks tend to be more volatile than those of larger companies.

The Vanguard 500 Index Fund seeks to gain diversified exposure to the United States equity market. This fund offers exposure to 500 of the largest U.S. companies, which span many different industries and accounts for seventy-five percent of the U.S. stock market's value.

The Victory Sycamore Established Value I Fund seeks long-term capital growth by investing primarily in common stocks. The fund pursues its investment objective by investing, under normal circumstances, at least 80% of its net assets in equity securities of companies with market capitalizations, at the same time of purchase, within the range of companies comprising the Russell MidCap Value Index.

The Victory Diversified Stock I Fund seeks to provide long-term growth of capital. The funds pursues its investment objective by investing, under normal circumstances, at least 80% of its net assets in common stock, which includes securities convertible or exchangeable into common stock traded by U.S. exchanges.

C. Use of Estimates in Preparation of Financial Statements

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

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONTINUED

D. Tax Status

The Trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and, accordingly, the Trust's net investment income is exempt from income taxes. The Plan was established under the provisions of a prototype plan developed by AMVESCAP Retirement, Inc. AMVESCAP Retirement, Inc. has obtained a favorable tax determination letter from the Internal Revenue Service dated June 30, 2020. The Plan has been subsequently amended to comply with current regulations. The Plan sponsor believes that the Plan continues to qualify and to operate as designed.

E. Administrative Expenses

Most direct costs related to the administration of the Plan are absorbed by G.W. Berkheimer Co., Inc. 401(k) Plan.

F. Notes Receivable from Participants

Notes receivable from participants represent participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. If a participant ceases to make loan payments, the Plan administrator will deem the participant loan to be a distribution in accordance with applicable legal requirements, and the participant's account balance will be reduced at the earliest permitted date. The Plan has loans receivable of \$408,390 and \$453,738 from participants as of December 31, 2023 and 2022, respectively.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan has implemented accounting standards related to fair value measurements which establishes 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 are described below:

Basis of Fair Value Measurement

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2: Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 3 - FAIR VALUE MEASUREMENTS CONTINUED

- Level 3: Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instruments level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following tables present by level, within the fair value hierarchy, the Plan investment assets at fair value, as of December 31, 2023 and 2022. Investment assets are classified in their entirety based upon the lowest level of input that is significant to the fair value measurement.

Total Plan investment assets at fair value classified within Level 3 were \$0 and \$0 as of December 31, 2023 and 2022, respectively.

<u>Description</u>	<u>December 31, 2023</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual Funds	\$45,066,136	\$45,066,136	\$ 00	\$ 00
Collective Trusts	<u>2,815,683</u>	<u>00</u>	<u>2,815,683</u>	<u>00</u>
Total Investments at Fair Value	<u>\$47,881,819</u>	<u>\$45,066,136</u>	<u>\$2,815,683</u>	<u>\$ 00</u>

<u>Description</u>	<u>December 31, 2022</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Mutual Funds	\$38,127,790	\$38,127,790	\$ 00	\$ 00
Collective Trusts	<u>3,341,809</u>	<u>00</u>	<u>3,341,809</u>	<u>00</u>
Total Investments at Fair Value	<u>\$41,469,599</u>	<u>\$38,127,790</u>	<u>\$3,341,809</u>	<u>\$ 00</u>

NOTE 4 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2023 and 2022 to Schedule H of Form 5500:

	<u>2023</u>	<u>2022</u>
Net Assets Available for Benefits per the Financial Statements	\$49,915,209	\$44,129,697
Profit Sharing Contribution Receivable	<u>(1,625,000)</u>	<u>(2,206,360)</u>
Net Assets Available for Benefits per Schedule H to the Form 5500	<u>\$48,290,209</u>	<u>\$41,923,337</u>

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 4 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500 CONTINUED

The following is a reconciliation of changes in net assets per the financial statements at December 31, 2023 and 2022 to Schedule H of Form 5500:

	<u>2023</u>	<u>2022</u>
Change in Net Assets from Financial Statements	\$5,785,512	\$(4,737,559)
Add: Employer Contributions Receivable from December 31, 2022 and 2021	2,206,360	1,486,080
Less: Employer Contributions Receivable from December 31, 2023 and 2022	<u>(1,625,000)</u>	<u>(2,206,360)</u>
Change in Net Assets from Form 5500 Schedule H	<u>\$6,366,872</u>	<u>\$(5,457,839)</u>

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS

The Plan's investments are held in trust by JPMorgan Chase Bank, N.A., and therefore, qualifies as a party-in-interest.

Certain employees of the Company provide administrative and trustee services to the Plan. These employees are not paid by the Plan for their services. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Swartz, Retson & Co., P.C., by virtue of its role as auditor of the Plan's financial statements, qualifies as a party-in-interest. Fees paid to Swartz, Retson & Co., P.C. totaled \$0 and \$3,064 for the years ended December 31, 2023 and 2022, respectively.

Great-West Capital Management indirectly provides asset custodial services to the Plan. Great West Capital Management is not directly compensated by the Plan but receives compensation from management fees charged by mutual fund investments.

Notes receivable from participants qualify as party-in-interest loans. Notes receivable from participants had a balance of \$408,390 and \$453,738 for the years ended December 31, 2023 and 2022, respectively.

JPMorgan Investment Holdings, LLC operating as a subsidiary of JPMorgan Chase is the recordkeeper for the Plan. Fees paid directly to JPMorgan Investment Holding, LLC were \$8,759 and \$9,303 for the years ended December 31, 2023 and 2022, respectively. Fees for new loans are added to the balance of the loan and are not reported as an expense when the loan is originated. JPMorgan Investment Holding, LLC outsources administrative and recordkeeping services for the Plan to FasCore, LLC and therefore, these transactions qualify as party-in-interest. FasCore, LLC is not directly compensated by the Plan.

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 5 - PARTY-IN-INTEREST TRANSACTIONS CONTINUED

JPMorgan Chase Investment Holding, LLC indirectly provides wealth management and investment advisory services. JPMorgan Investment Holding, LLC receives compensation from management fees charged by mutual fund investments. At December 31, 2023 and 2022, the Plan held assets in investments managed by JPMorgan Investment Holdings, LLC and its affiliates, measured at their fair values.

<u>Investment</u>	<u>2023</u>	<u>2022</u>
JPMorgan Core Bond Fund R5	\$ 1,841,818	\$ 1,847,009
JPMorgan Investor Balanced Fund Select	\$ 3,901,379	\$ 3,292,870
JPMorgan Invest Conservative Growth Fund Select	\$ 4,740,127	\$ 4,553,585
JPMorgan Investor Growth & Income Fund Select	\$ 4,884,347	\$ 4,141,536
JPMorgan Small-Cap Equity Fund Select	\$ 1,535,028	\$ 1,382,390
JPMorgan Smart Retirement Income Instl	\$ 577,639	\$ 470,933
JPMorgan Smart Retirement 2020 Instl	\$ 112,750	\$ 131,528
JPMorgan Smart Retirement 2025 Instl	\$ 1,904,748	\$ 1,613,530
JPMorgan Smart Retirement 2030 Instl	\$ 5,262,127	\$ 4,279,258
JPMorgan Smart Retirement 2035 Instl	\$ 1,206,058	\$ 979,351
JPMorgan Smart Retirement 2040 Instl	\$ 2,098,246	\$ 1,610,243
JPMorgan Smart Retirement 2045 Instl	\$ 1,296,767	\$ 978,869
JPMorgan Smart Retirement 2050 Instl	\$ 1,877,780	\$ 1,371,830
JPMorgan Smart Retirement 2055 Instl	\$ 716,507	\$ 459,386
JPMorgan Smart Retirement 2060 Instl	\$ 33,752	\$ 3,805
JPMorgan Smart Retirement 2065 Instl	\$ 1,449	\$ 00
JPMorgan International Equity R5	\$ 1,302,467	\$ 1,061,791
JPMorgan Large-Cap Growth R5	\$ 2,281,224	\$ 1,747,995
JPMCB Stable Asset Inc-Inst	\$ 2,815,683	\$ 3,341,809
JPMorgan Mid-Cap Growth Fund Class R6	\$ 628,677	\$ 474,741

NOTE 6 - UNCERTAIN TAX POSITIONS

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken uncertain tax positions that more-likely-than-not would not be sustained upon examination by applicable taxing authorities. The plan administrator has analyzed tax positions taken by the plan and has concluded that, as of December 31, 2021, there are no uncertain tax positions taken, or expected to be taken, that would require recognition of a liability or that would require disclosure in the financial statements.

G.W. BERKHEIMER CO., INC. 401(k) PLAN

NOTES TO THE FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

NOTE 7 - 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 Statements of Net Assets Available for Benefits.

NOTE 8 - SUBSEQUENT EVENT - CORONAVIRUS (COVID-19)

In December 2019, an outbreak of a new strain of coronavirus, COVID-19, emerged in Wuhan, China. Within weeks, despite efforts to contain the virus in China that included widespread shutdowns of cities and businesses, the number of those infected grew significantly, and beyond China's borders. During the first quarter of 2020, the coronavirus spread worldwide. The virus continues to spread in the United States and effect, business operations, supply chains, business and leisure travel, commodity prices, consumer confidence and business sentiment, and as companies consider the impact on their businesses of employees working from home and consumers avoiding air travel, stores, restaurants, sports events and other venues, most businesses and industry sectors will be affected. In December 2020, the United States approved two COVID-19 vaccines. A third vaccine was approved in February 2021 and boosters became available in September 2021. As of the report date, vaccinations are being distributed and administered to individuals throughout the United States. The coronavirus outbreak is still evolving and its effects on the Plan cannot be reasonably determined.

NOTE 9 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through October 8, 2024, the date the financial statements were available for issuance.

SUPPLEMENTAL INFORMATION

G.W. BERKHEIMER CO., INC. 401(k) PLAN

Schedule H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FEIN: 35-0823544

PLAN NUMBER 001

DECEMBER 31, 2023

		(c)			(d)	
(a)	(b) Identity of Issue Borrower, <u>Lessor, or Similar Party</u>	Description of Investment	Maturity <u>Date</u>	Interest <u>Rate</u>	Par or Maturity <u>Value</u>	Current <u>Value</u>
	Mutual Funds					
	Blackrock Equity Dividend	Blackrock Equity Dividend I	n/a	n/a	n/a	\$ 1,312,652
*	JPMorgan Trust	JPMorgan Investor Balanced Fund Select	n/a	n/a	n/a	3,901,379
*	JPMorgan Trust	JPMorgan Invest Conservative Growth Fund Select	n/a	n/a	n/a	4,740,127
*	JPMorgan Trust	JPMorgan Investor Growth & Income Fund Select	n/a	n/a	n/a	4,884,347
*	JPMorgan Trust	JPMorgan Mid-Cap Growth Fund Class R6	n/a	n/a	n/a	628,677
*	JPMorgan Trust	JPMorgan Small-Cap Equity Fund Select	n/a	n/a	n/a	1,535,028
*	JPMorgan Trust	JPMorgan Smart Retirement Income Instl	n/a	n/a	n/a	577,639
*	JPMorgan Trust	JPMorgan Smart Retirement 2020 Instl	n/a	n/a	n/a	112,750
*	JPMorgan Trust	JPMorgan Smart Retirement 2025 Instl	n/a	n/a	n/a	1,904,748
*	JPMorgan Trust	JPMorgan Smart Retirement 2030 Instl	n/a	n/a	n/a	5,262,127
*	JPMorgan Trust	JPMorgan Smart Retirement 2035 Instl	n/a	n/a	n/a	1,206,058
*	JPMorgan Trust	JPMorgan Smart Retirement 2040 Instl	n/a	n/a	n/a	2,098,246
*	JPMorgan Trust	JPMorgan Smart Retirement 2045 Instl	n/a	n/a	n/a	1,296,767
*	JPMorgan Trust	JPMorgan Smart Retirement 2050 Instl	n/a	n/a	n/a	1,877,780
*	JPMorgan Trust	JPMorgan Smart Retirement 2055 Instl	n/a	n/a	n/a	716,507
*	JPMorgan Trust	JPMorgan Smart Retirement 2060 Instl	n/a	n/a	n/a	33,752
*	JPMorgan Trust	JPMorgan Smart Retirement 2065 Instl	n/a	n/a	n/a	1,449
*	JPMorgan Trust	JPMorgan International Equity R5	n/a	n/a	n/a	1,302,467
*	JPMorgan Trust	JPMorgan Large-Cap Growth R5	n/a	n/a	n/a	2,281,224
*	JPMorgan Trust	JPMorgan Core Bond R5	n/a	n/a	n/a	1,841,818
	Vanguard	Vanguard Mid-Cap Index Fund Admiral Sh	n/a	n/a	n/a	3,673,043
	Vanguard	Vanguard 500 Index Fund Admiral Sh	n/a	n/a	n/a	3,509,946
	Victory Portfolios	Victory Sycamore Established Value I	n/a	n/a	n/a	<u>367,606</u>
	Total Mutual Funds					45,066,137
	Collective Trusts					
*	JPMorgan Trust	JPMCB Stable Asset Inc-Inst	n/a	n/a	n/a	2,815,682
	Participants					
*	Participant Loans	Participant Loans	various	4.25%-8.00%	n/a	<u>408,390</u>

TOTAL INVESTMENTS

\$48,290,209

* Indicates Party-in-Interest to the Plan

G.W. BERKHEIMER CO., INC. 401(k) PLAN

Schedule H, Line 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

FEIN: 35-0823544

PLAN NUMBER 001

DECEMBER 31, 2022

		(c)				(d)
	(b)	Description	Maturity	Interest	Par or	
(a)	Identity of Issue Borrower, Lessor, or Similar Party	of Investment	Date	Rate	Maturity Value	Current Value
	Mutual Funds					
	Blackrock Equity Dividend	Blackrock Equity Dividend – I	n/a	n/a	n/a	\$ 1,248,226
*	JPMorgan Trust	JPMorgan Investor Balanced Fund Select	n/a	n/a	n/a	3,292,870
*	JPMorgan Trust	JPMorgan Invest Conservative Growth Fund Select	n/a	n/a	n/a	4,553,585
*	JPMorgan Trust	JPMorgan Investor Growth & Income Fund Select	n/a	n/a	n/a	4,141,536
*	JPMorgan Trust	JPMorgan Mid-Cap Growth Fund Class R6	n/a	n/a	n/a	474,741
*	JPMorgan Trust	JPMorgan Small-Cap Equity Fund Select	n/a	n/a	n/a	1,382,390
*	JPMorgan Trust	JPMorgan Smart Retirement Income Instl	n/a	n/a	n/a	470,933
*	JPMorgan Trust	JPMorgan Smart Retirement 2020 Instl	n/a	n/a	n/a	131,528
*	JPMorgan Trust	JPMorgan Smart Retirement 2025 Instl	n/a	n/a	n/a	1,613,530
*	JPMorgan Trust	JPMorgan Smart Retirement 2030 Instl	n/a	n/a	n/a	4,279,258
*	JPMorgan Trust	JPMorgan Smart Retirement 2035 Instl	n/a	n/a	n/a	979,351
*	JPMorgan Trust	JPMorgan Smart Retirement 2040 Instl	n/a	n/a	n/a	1,610,243
*	JPMorgan Trust	JPMorgan Smart Retirement 2045 Instl	n/a	n/a	n/a	978,869
*	JPMorgan Trust	JPMorgan Smart Retirement 2050 Instl	n/a	n/a	n/a	1,371,830
*	JPMorgan Trust	JPMorgan Smart Retirement 2055 Instl	n/a	n/a	n/a	459,386
*	JPMorgan Trust	JPMorgan Smart Retirement 2060 Instl	n/a	n/a	n/a	3,805
*	JPMorgan Trust	JPMorgan International Equity R5	n/a	n/a	n/a	1,061,791
*	JPMorgan Trust	JPMorgan Large-Cap Growth R5	n/a	n/a	n/a	1,747,995
*	JPMorgan Trust	JPMorgan Core Bond R5	n/a	n/a	n/a	1,847,009
	Vanguard	Vanguard Mid-Cap Index Fund Admiral Sh	n/a	n/a	n/a	3,468,833
	Vanguard	Vanguard 500 Index Fund Admiral Sh	n/a	n/a	n/a	2,739,112
	Victory Portfolios	Victory Sycamore Established Value I	n/a	n/a	n/a	270,969
	Total Mutual Funds					38,127,790
	Collective Trusts					
*	JPMorgan Trust	JPMCB Stable Asset Inc-Inst	n/a	n/a	n/a	3,341,809
	Participants					
*	Participant Loans	Participant Loans	various	4.25%-8.00%	n/a	453,738

TOTAL INVESTMENTS

\$41,923,337

* Indicates Party-in-Interest to the Plan

SCHEDULE OF ASSETS (HELD AT END OF YEAR)**G.W. Berkheimer Co., Inc. 401(K) Plan****01-JAN-23 to 31-DEC-23****22-JAN-24 21:36:25**

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IJFLJX			4,915,233.77	4,740,127.67
IJFQUX			3,879,896.34	3,901,379.50
IJFBUX			4,656,010.23	4,884,347.26
IJSIYX			627,385.18	577,638.54
IJTYYX			123,843.06	112,749.61
IJSMOX			1,383.58	1,449.37
IJNSYX			2,041,195.88	1,904,747.86
IJSMYX			5,571,890.69	5,262,126.92
ISRJYX			1,243,635.39	1,206,057.69
ISMTYX			2,133,670.03	2,098,246.21
IJSAYX			1,285,695.91	1,296,766.66
IJTSYX			1,865,247.26	1,877,779.62
IJFFYX			692,769.24	716,506.52
IJAKYX			31,574.53	33,752.05
IJNEMX			1,174,874.65	1,302,467.28
IVSENX			1,579,589.29	1,535,027.81
IJMGX			640,893.69	628,676.99
IVIMAX			3,811,557.95	3,673,043.25
IVEVRX			318,383.12	367,606.22
IMKDVX			1,288,751.16	1,312,652.12
IJLGMX			1,965,765.61	2,281,224.25
IVFIAX			3,394,847.55	3,509,946.15
IJCBUX			2,125,414.72	1,841,818.44
IJPM-F			2,660,387.65	2,807,116.56
			48,029,896.48	47,873,254.55
PARTICIPANT LOANS	VARIOUS	4.250-9.500	409,511.21	408,390.18
FORFEITURES			8,476.65	8,564.54

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

GA

G.W. Berkheimer Co., Inc. 401(K) Plan

01-JAN-23 to 31-DEC-23

22-JAN-24 21:36:25

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1JFLJX JPMorgan Investor Conservative Growth R6
 1JFBUX JPMorgan Investor Growth & Income R6
 1JTTYX JPMorgan SmartRetirement 2020 R6
 1JNSYX JPMorgan SmartRetirement 2025 R6
 1SRJYX JPMorgan SmartRetirement 2035 R6
 1JSAYX JPMorgan SmartRetirement 2045 R6
 1JFFYX JPMorgan SmartRetirement 2055 R6
 1JNEMX JPMorgan International Equity R6
 1JMGMX JPMorgan Mid Cap Growth R6
 1VEVRX Victory Sycamore Established Value R6
 1JLGMX JPMorgan Large Cap Growth R6
 1JCBUX J P Morgan Core Bond R6

1JFQUX JPMorgan Investor Balanced R6
 1JSIYX JPMorgan SmartRetirement Income R6
 1JSMOX JPMorgan SmartRetirement 2065 R6
 1JSMYX JPMorgan SmartRetirement 2030 R6
 1SMTYX JPMorgan SmartRetirement 2040 R6
 1JTSYX JPMorgan SmartRetirement 2050 R6
 1JAKYX JPMorgan SmartRetirement 2060 R6
 1VSENX JPMorgan Small Cap Equity R6
 1VIMAX Vanguard Mid Cap Index Adm
 1MKDVX BlackRock Equity Dividend K
 1VFIAX Vanguard 500 Index Fund - Admiral
 1JPM-F JPMCB Stable Asset Income CF

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year