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

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] 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. . . . . ▶ [X]

Part II Basic Plan Information—enter all requested information

1a Name of plan
GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2021

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)
GOTHAM DRYWALL, INC.

3100 47TH AVENUE
LONG ISLAND CITY, NY 11101

2b Employer Identification Number (EIN)
26-3677238

2c Plan Sponsor's telephone number
212-867-7580

2d Business code (see instructions)
238300

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.	10/14/2024	JAMES DOLAN
	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 [X] 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

4b EIN

c Plan Name

4d PN

5	Total number of participants at the beginning of the plan year	**5**	169
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	**6a(1)**	148
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	129
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	11
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	140
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	140
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	128
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	137
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	4
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:

2P 3I

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

9a Plan funding arrangement (check all that apply)

- **(1)** [ ] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] Trust
- **(4)** [ ] General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- **(1)** [X] **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)** [X] **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 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
GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOTHAM DRYWALL, INC.

D Employer Identification Number (EIN)
26-3677238

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	2985134
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	14945000	15729000
	(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	14945000	18714134
	Liabilities			
g	Benefit claims payable	1g	0	25767
h	Operating payables	1h	0	483686
i	Acquisition indebtedness	1i	22773877	21446212
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	22773877	21955665
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	-7828877	-3241531

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.

			(a) Amount	(b) Total
	Income			
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2985134	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2985134
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	2128070	
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2128070
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	784000	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		784000

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		5897204
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	25767	
(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)		25767
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		1284091
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1309858
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		4587346
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) [X] 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) [X] 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: COWAN, GUNTESKI, & CO., CPA **(2)** EIN: 22-2426149

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.)	**4a**		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		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?	**4f**		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**	X		15729000
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] 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
GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
GOTHAM DRYWALL, INC.

D Employer Identification Number (EIN)
26-3677238

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): _____ _____

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

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

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 ___/___/_____ (MM/DD/YYYY) and the Opinion Letter serial number_____.

GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
As of December 31, 2023 and 2022
and for the Year Ended December 31, 2023

GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
As of December 31, 2023 and 2022
and for the Year Ended December 31, 2023

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INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor of
Gotham Drywall, Inc. Employee Stock Ownership Plan
Long Island City, New York

Opinion

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets (deficit) available for benefits of Gotham Drywall, Inc. Employee Stock Ownership Plan as of December 31, 2023 and 2022, and the changes in its net assets (deficit) available for benefits for the year ended December 31, 2023, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the Unites States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statement section of our report. We are required to be independent of Gotham Drywall, Inc. Employee Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 rase substantial doubt about Gotham Drywall, Inc. Employee Stock Ownership Plan'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.

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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 and 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 judgement and maintain professional skepticism through 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 controls 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 Gotham Drywall, Inc. Employee Stock Ownership 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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about Gotham Drywall, Inc. Employee Stock Ownership 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.

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at year end) as of and for the year ended December 31, 2023, referred to as "supplemental information," 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 has

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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 generally accepted auditing standards.

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 is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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Tinton Falls, New Jersey
October 10, 2024

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GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS
December 31, 2023 and 2022

	2023	2022
ASSETS		
Investments, at fair value:		
Employer Securities	$ 15,729,000	$ 14,945,000
Total Investments, at fair value	15,729,000	14,945,000
Receivables:		
Employer	2,985,134	-
Total Receivables	2,985,134	-
Total Assets	18,714,134	14,945,000
LIABILITIES		
Distribution Payable	25,767	-
Accrued Interest	483,686	-
Acquisition Indebtedness	21,446,212	22,773,877
Total Liabilities	21,955,665	22,773,877
Net Assets (Deficit) Available for Benefits	$ (3,241,531)	$ (7,828,877)

See Accompanying Notes and Independent Auditor's Report.

GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2023

ADDITIONS TO NET ASSETS (DEFICIT) ATTRIBUTED TO:	
INVESTMENT INCOME	
Net Appreciation in Fair Value of Investment	$ 784,000
Total Investment Income	784,000
CONTRIBUTIONS	
Employer	2,985,134
DIVIDENDS	
Class B ESOP Convertible Preferred Stock	2,128,070
Total Additions	5,897,204
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Benefit Payments	25,767
Interest Expense	1,284,091
Total Increase	1,309,858
Net Increase	4,587,346
Net Assets (Deficit) Available for Benefits, Beginning	(7,828,877)
Net Assets (Deficit) Available for Benefits, Ending	$ (3,241,531)

See Accompanying Notes and Independent Auditor's Report.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Gotham Drywall, Inc. Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

Gotham Drywall, Inc. established the Gotham Drywall, Inc. Employee Stock Ownership Plan effective January 1, 2021. The Plan year is from January 1 to December 31.

The Plan is intended to satisfy the qualification retirement plan qualification requirements of section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan is intended to be an employee stock ownership plan within the meaning of section 4975(e)(7) of the Code, and section 407(d)(6) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and is intended to enable eligible Employees to acquire ownership interests in the Company, by investing primarily in Company Stock. The Plan is specifically permitted and designed to invest up to 100% of its assets in Company Stock.

The Plan is administered by a Plan Committee (the "Committee") appointed by the Company's Board of Directors (the "Board"). The Plan has also appointed an independent Trustee to oversee the Trust.

On January 1, 2021 Gotham Drywall Inc. Employee Stock Ownership Trust (the "Trust") was formed by Gotham Drywall, Inc. which sponsors the Gotham Drywall, Inc. Employee Stock Ownership Plan.

On September 13, 2022, the legacy preferred shareholders (the "sellers") of Gotham Drywall, Inc. sold 49,000 shares of Class B ESOP convertible stock to the Gotham Drywall, Inc. Employee Stock Ownership Trust (the "buyers") in exchange for $26,600,000. In connection with the sale, the Company issued an ESOP note and the sellers' promissory notes (the "seller notes") dated September 13, 2022 to the buyers pursuant to the seller notes and ESOP loan and pledge agreements. The loans were for a total amount of $26,600,000. The borrowing is collateralized by the unallocated shares of Class B ESOP convertible preferred stock and is guaranteed by the Company.

On October 11, 2022, the Plan refinanced the seller and ESOP notes into a refinanced note for the balance outstanding on the seller and ESOP notes as of that date.

Eligibility

All employees not excluded by class are eligible to enter on the entry date coincident with or next following completion of certain requirements. Those requirements are as follows: One year of service, minimum age of 21, and minimum hours of 1,000. Entry dates for the plan are January 1 each year. Additionally, the following groups are excluded from participation in the Plan: union employees, leased employees, NRA, interns and shareholders.

Contributions

Each year, the Gotham Drywall, Inc. deposits contributions and dividends into the Trust. These balances are used towards payments of principal and interest for the refinanced ESOP note. The percentage of shares to be released from the suspense account in a particular year is determined by the ratio of: (a) The amount of principal and interest paid off under the loan for the year, to; (b) the total determined under (a) plus all projected principal and interest payments during the remaining term of the loan. Contributions are subject to IRS limitations.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Contributions (Continued)

Because the plan is currently leveraged, the Company may make contributions to the plan to repay the principal of a loan incurred for the purpose of acquiring employer stock but they shall not exceed 25% of eligible compensation paid to participants during the plan year.

If no more than one-third of the Company contributions, including contributions which are applied to pay principal and interest on an exempt loan, are allocated to highly compensated employees, the total amount of Company contributions to pay principal and forfeitures of other investments and non-leveraged stock (stock not acquired through an exempt loan) allocated on behalf of a participant may not exceed the lesser of:

A) 25% of the participant's compensation for the year, or
B) $66,000

Participant Accounts

Each participant's account is credited with the participant's contribution allocation. Allocations are based on participant compensation, as a percentage of total eligible compensation at the end of each Plan year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. For 2023 and 2022, the contribution will be allocated evenly in proportion to compensation.

Employer stock will be allocated to each participant's employer stock contribution sub-account.

Employer contributions of cash, if any, will be allocated to the participant's employer contribution sub-account. This account will also be credited with the participant's share of plan income (or loss) and forfeitures of other than employer stock.

Vesting

Participants are vested in their Plan account as long as their Plan account is not subject to forfeiture as a result of the participant's termination of employment. When a participant terminates employment they are only entitled to receive the vested portion of their account balance. The "vested percentage" in a participant's account is determined under the following schedule and is based on their years of service with the Employer.

Years of Service	Percentage Vested
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%

Normal Retirement - Participant's will be 100% vested in their account balance if they terminate employment on or after reaching Normal Retirement Age ("Normal Retirement"). Normal Retirement Age is the later of (i) the date on which a participant attains the age of 65, or (ii) the fifth anniversary of the date they commenced participation in the Plan.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Vesting (Continued)

Death - Participant's will be 100% vested in their account balance if they die while still employed by the Employer.

Disability - Participant's will be 100% vested in their account balance if they become disabled while still employed by the Employer.

Payment of Benefits

Payments to participants are based upon their vested account balance based on the fair market value of Class B ESOP convertible preferred stock at the time of payment. If a participant's employment terminates due to normal retirement, disability, retirement or death, distribution of benefits will begin in the Plan Year following the Plan Year in which the participant's employment terminates, unless the participant elects a later date. If a participant is married at the time of their death, their spouse will be the beneficiary of the death benefit, unless otherwise elected in writing.

If a participant's employment terminates due to their resignation or dismissal, distribution of their benefits will begin in the Plan Year following the fifth Plan Year following the Plan Year in which their employment terminates. Distribution of benefits can be made in the form of cash or Company Class B ESOP convertible preferred stock.

The portion of a participant's vested account consisting of shares of Company Stock that were purchased with a Plan loan is not distributable before the loan has been repaid in full except for (i) distributions in connection with the diversification of investments, and (ii) required minimum distributions, as described below:

Participant Consent - Participant written consent to the distribution of their benefits before their normal retirement age must be given if their vested account balance totals $1,000 or more.

Required Minimum Distributions - There are other rules that generally require that minimum distributions begin to be made no later than the April 1st of the calendar year following the later of (i) the calendar year in which a participant reaches age 72 or (ii) the calendar year in which a participant terminates employment. In addition, unless elected otherwise, distribution must begin no later than the 60th day following the end of the Plan Year in which the latest of the following occurs: (1) a participant obtains normal retirement age; (2) the tenth anniversary of the date on which an individual became a Plan participant; or (3) the participant terminates their employment.

Forfeitures

Each year any employer forfeitures are allocated evenly in proportion to compensation. For the years ended December 31, 2023 and 2022, forfeitures totaled $7,769 and $273,126, respectively.

Concentrations

As of December 31, 2023 and 2022, 100% of the Plan's investments are in the Class B ESOP convertible preferred stock of Gotham Drywall, Inc.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Put Option

Under federal income tax regulations, employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. This legally mandated put option requires either the ESOP Sponsor Company or the ESOP itself to repurchase shares held by an ESOP participant upon certain events (such as retirement, death, or disability). This requirement is often referred to as the ESOP Sponsor Company's "repurchase liability." The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash. The put price is representative of the current appraised value of the stock.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company Class B ESOP convertible preferred stock into investments that are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account.

Voting Rights

The voting of Company Stock held in the Trust, shall be subject to the provisions of ERISA and the provisions of the Plan document, to the extent such provisions are not inconsistent with ERISA. The Trustee, subject to the Plan document and their fiduciary responsibilities under ERISA will be directed to vote the unallocated shares of the Plan. The participant has the right to direct the trustee regarding the voting of their shares with respect to the corporate matters as prescribed by the Plan document. See Plan document for further information.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Net appreciation or depreciation of investments includes the Plan's gains and losses on investments held during the year.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (Continued)

Payment of Benefits

Benefits are recorded when earned. For the years ended December 31, 2023 and 2022, benefit payments totaled $25,767 and $0, respectively.

Expenses

As provided in the Plan document, administrative expenses may be paid by either the Plan or the Company. Administrative expenses represent fees paid for professional services in connection with the Plan. Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan. Historically, the Company has paid administrative expenses on behalf of the Plan and has continued to do so in 2023 and 2022.

Risks and Uncertainties

The Plan investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, and the level of uncertainty related to changes in the value of stock, it is at least reasonably possible that changes in values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets (deficit) available for benefits.

Allocation

Note 4 separately discloses the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Adoption of New Accounting Standard

In June 2016, FASB issued Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 significantly changes the impairment model for most financial assets and certain other instruments. ASU 2016-13 will require immediate recognition of estimated credit losses expected to occur over the remaining life of many financial assets, which will generally result in earlier recognition of allowances for credit losses on loans and other financial instruments. ASU 2016-13 is effective for the Plan's fiscal year beginning January 1, 2023 and subsequent interim periods. The adoption of ASU 2016-13 did not have a material impact on the Plan's financial statements.

Subsequent Events

The Plan Sponsor has evaluated its December 31, 2023 financial statements for subsequent events through the date of the report, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation methodologies 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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820, are described as follows:

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 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 methodologies 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.

Class B ESOP Convertible Preferred Stock: The value of Class B ESOP convertible preferred stock is based upon the December 31, 2023 valuation of Class B ESOP convertible preferred stock. The Plan Trustee hired a third party firm to advise the Trustee on the Fair Market Value of the Class B ESOP convertible preferred stock of Gotham Drywall, Inc. held by the ESOP as of December 31, 2023.

The valuation of Class B ESOP Convertible Preferred Stock as of December 31, 2023 was based upon a combination of the market and income valuation methodologies. These methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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:

	2023			
	Level 1	Level 2	Level 3	Total
Class B ESOP Convertible Preferred Stock	$ -	$ -	$15,729,000	$15,729,000
Total Assets at Fair Value	$ -	$ -	$15,729,000	$15,729,000

	2022			
	Level 1	Level 2	Level 3	Total
Class B ESOP Convertible Preferred Stock	$ -	$ -	$14,495,000	$14,495,000
Total Assets at Fair Value	$ -	$ -	$14,495,000	$14,495,000

Prior to the sale of the Company to the ESOP Trust, the Class B ESOP convertible preferred stock was valued at $542.85 per share. Based on that value the 49,000 shares of Class B ESOP convertible preferred stock owned through the ESOP plan were $26,600,000. As a result of the debt incurred to facilitate the sale, the value of the Class B ESOP convertible preferred stock dropped to $305.00 per share as of December 31, 2022. The value of the Class B ESOP convertible preferred stock is expected to increase as the Company remains profitable and continues to pay down the ESOP related debt. In 2022, the value of the Class B ESOP convertible preferred stock decreased to $305.00 per share which resulted in an depreciation of investment of $11,655,000 from $26,600,000 to $14,945,000. In 2023, the value of the Class B ESOP convertible preferred stock increased to $321.00 per share which resulted in an appreciation of investment of $784,000 from $14,945,000 to $15,729,000.

NOTE 4 - RECONCILIATION OF ESOP SHARES

The ESOP shares are held in a suspense account and, as the loans are paid off through Company contributions and dividends, the shares are released and allocated to the accounts of plan participants. All 49,000 shares were in suspense prior to the initial 2022 allocation.

Share Release Calculation - The percentage of shares to be released from the suspense account in a particular year is determined by the ratio of:

a) The amount of principal and interest paid off under the loan for the year, to;

b) The total determined under (a), plus all projected principal and interest payments during the remaining term of the loan.

NOTE 4 - RECONCILIATION OF ESOP SHARES (Continued)

For the 2022 plan year, the Company made total deposits of $4,479,763 to the ESOP Plan. A payment was made on September 14, 2022 in the amount of $2,237,609, which was for the 2021 plan year. A payment was also then made on October 11, 2022 in the amount of $6,450. These payments together resulted in the release of 3,277.3147 shares with a fair a value of $999,581 and a cost of $1,779,123. These contributions paid down the ESOP note in the amount of $2,237,178.

On October 11, 2022, there was another contribution in the amount of $107,635. This payment released 96.7411 shares with a fair value of $29,506 and a cost of $52,517. This was utilized for interest expense.

On December 22, 2022 a loan payment in the form of a dividend in the amount of $2,128,070 was paid. This payment released 2,664.5434 shares with a fair value of $812,686 and a cost of $1,468,178. This dividend paid down the refinanced note in the amount of $1,960,715.

For the 2023 plan year, the Company made a loan payment in the form of a dividend in the amount of $2,128,070 and as a result of this payment, $1,327,665 was applied to principal and $800,405 was interest expense. This payment resulted in the release of 2,802.2177 shares. These shares had a fair value of $899,512 and a cost of $1,542,465. For the 2023 plan year, the company also made a contribution in the amount of $2,985,134. This payment resulted in the release of 3,896.8603 shares. These shares had a fair value of $1,250,892 and a cost of $2,145,004.

The entire balance of the acquisition indebtedness relates to unallocated shares.

The shares released as a result of 2023 contributions and dividends are generally allocated to each participant in the proportion that such participant's compensation bears to the total compensation of all eligible participants for the year. However, the Internal Revenue Code (IRC) imposes limits on the amount of contributions that can be allocated to a participant's account annually under defined contribution plans such as an ESOP. In general, contributions to all defined contribution plans are limited to the lesser of 25% of compensation or $66,000 (2023 limit). No plan participants were impacted by this limit for 2023.

Shares released as a result of dividends being applied to pay down the loans are allocated in a 2-step process. First, dividends on previously allocated shares are allocated to participants based on their prior share balance. then dividends on suspense account shares are allocated based on compensation. There are no IRS limits on these allocations.

NOTE 4 - RECONCILIATION OF ESOP SHARES (Continued)

The table below represents the reconciliation of ESOP shares for 2023 and 2022:

	ESOP Suspense Account Shares	Active Participants	Inactive Participants	Forfeiture Suspense	Grand Total
Balance as of January 1, 2022	49,000.0000	-	-	-	49,000.0000
2022 shares allocated	(6,038.5992)	5,143.0961	895.4961	-	-
Shares into Forfeiture		895.4961	(895.4961)	-	-
Balance as of December 31, 2022	42,961.4008	6,038.5992		-	49,000.0000
2023 shares allocated	(6,699.0780)	6,674.8749	24.2031		-
Shares into Forfeiture		24.2031	(24.2031)		-
Balance as of December 31, 2023	36,262.3228	12,737.6772	-		49,000.0000

NOTE 5 - ACQUISITION INDEBTEDNESS

In connection with the sale of Gotham Drywall, Inc. Class B ESOP convertible preferred stock, the Company and sellers issued promissory notes (the "seller notes" and the ESOP notes") dated September 13, 2022 to the buyers pursuant to the seller loan and ESOP loan pledge agreements in the amount of $26,600,000.

The Company has guaranteed the payment of the seller and ESOP notes and the Company stock to be issued is used to collateralize the seller and ESOP notes. The seller notes are in the amount of $21,586,074 which should be paid in 25 equal annual principal installments, plus accrued interest commencing no later then December 31, 2023 and continuing on or before such day of each applicable year thereafter. The outstanding principal amount of the Seller Loans shall bear interest at an annual rate equal to 6.50%. The ESOP note was in the amount of $5,013,926 which should be paid in 25 equal annual principal installments, plus accrued interest commencing no later than December 31, 2023 and continuing on or before such day of each applicable year thereafter. The outstanding principal amount of the ESOP note shall bear interest at an annual rate equal to 3.14%. The seller notes and the ESOP note were consolidated and refinanced into one loan on October 11, 2022, in the amount of $24,734,592 with an interest rate of 3.430% which should be paid in 25 equal annual principal installments, plus accrued interest commencing no later than December 31, 2023.

Following the sale of stock to the buyers, and upon the occurrence of certain events, it is expected that the Company will assume from the Trust all rights and obligations under the seller notes. In the event the external refinancing takes place, the Company will execute new promissory notes in favor of the Sellers in an aggregate amount equal to the then outstanding balance of the seller notes.

NOTE 5 - ACQUISITION INDEBTEDNESS (Continued)

For the 2022 plan year, the Company made total deposits of $4,479,763 to the ESOP Plan. A payment was made on September 14, 2022 in the amount of $2,237,609, which was for the 2021 plan year. A payment was also then made on October 11, 2022 in the amount of $6,450. These payments paid down the ESOP note in the amount of $2,237,178.

On December 23, 2022 the Company made a dividend payment in the amount of $2,128,070. This dividend paid down the refinanced note in the amount of $1,960,715.

The stock purchase agreement also contained terms to adjust the purchase price of the Company contingent on certain events and results. During the year ended December 31, 2022 the ESOP purchase price adjustment was determined to be $371,770 and reflected in the amount of Unearned ESOP shares. See Note 6 for more information. See below for five year maturity table on the refinanced note.

For the years ending December 31,

2024	$ 3,398,496
2025	528,399
2026	546,523
2027	565,269
2028	583,116
Thereafter	15,824,409
	$ 21,446,212

NOTE 6 – PURCHASE PRICE ADJUSTMENT

On October 11, 2022, the Company and the Sellers entered into a refinanced note pursuant to the Stock Purchase Agreement dated September 13, 2022. Pursuant to the Stock Purchase Agreement, the Sellers are entitled to an adjustment of the Purchase Price in connection with certain financial metrics. As a result of the achievement of certain financial metrics, the Trustee, the Company and the Sellers agreed to increase the purchase price in the amount of $371,770. The outstanding debt as of December 31, 2023 and 2022 has been adjusted to reflect this increase.

NOTE 7 – 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.

As of the date of this report the Plan has not yet obtained its opinion letter from the IRS. The Plan anticipates obtaining that letter during 2025. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 – TAX STATUS (Continued)

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Federal or State taxing authorities. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2023 and 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – ERISA BONDING REQUIREMENTS

ERISA, Title I, Section 412, requires that every fiduciary and every person who handles funds or other property of a plan be bonded. The Plan satisfied these requirements on October 9, 2023, and remained compliant through the date of this report.

NOTE 9 – PLAN TERMINATION

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon termination of the Plan, the Employee Benefits Administration Committee directs the Trustee to pay all liabilities and expenses of the ESOP and to sell shares of financed Class B ESOP convertible preferred stock held as collateral to the extend it determines such sale to be necessary in order to repay the loan. Subsequently, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC.

NOTE 10 – RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Plan invests in Company Class B ESOP convertible preferred stock and has indebtedness guaranteed by the Company. These are related party and party in interest transactions. As described in Note 2, the Company pays all plan expenses. The Plan has a number of service providers. Such providers are parties in interest under ERISA.

SUPPLEMENTAL INFORMATION

GOTHAM DRYWALL, INC. EMPLOYEE STOCK OWNERSHIP PLAN

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER 26-3677238
PLAN NUMBER 001

Schedule H, Line 4i - Schedule of Assets Held at Year End
December 31, 2023

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current Value
*	Gotham Drywall, Inc.	Class B ESOP Convertible Preferred Stock	$ 26,971,770	$ 15,729,000

* Party in Interest

See Independent Auditor's Report.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Gotham Drywall, Inc. Employee Stock Ownership Plan

Employer Identification Number:► 26-3677238

For plan year (beginning/ending):► 1/1/2023 - 12/31/2023 Plan number:► 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Gotham Drywall, Inc.	49,000 shares of preferred stock	26,971,770	15,729,000