

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 W. C. BRADLEY CO. 401(K) SAVINGS PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 01/01/1989
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) W.C. BRADLEY CO. 1005 FRONT AVE COLUMBUS, GA 31901
2b	Employer Identification Number (EIN) 58-1605660
2c	Plan Sponsor's telephone number 706-571-3400
2d	Business code (see instructions) 332900

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.	10/15/2024	CHRISTI JOHNSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2024	CHRISTI JOHNSON
	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	5 611
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) 397 6a(2) 707 6b 0 6c 272 6d 979 6e 0 6f 979 6g(1) 611 6g(2) 979 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A Name of plan W. C. BRADLEY CO. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 W.C. BRADLEY CO.	D Employer Identification Number (EIN) 58-1605660

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

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	039964	979	01/01/2023	12/31/2023

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	18984862
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	39502230

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year.....**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT**b** Balance at the end of the previous year**7b**

17017713

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

1757942

(2) Dividends and credits

7c(2)

(3) Interest credited during the year

7c(3)

356745

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

7c(4)

2132379

(5) Other (specify below)

7c(5)

1096826

▶ FORFEITURE CREDITS, TRANSFERS IN LOAN REPAYMENTS
MISCELLANEOUS IN

(6) Total additions

7c(6)

5343892

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

22361605

e Deductions:

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

7e(1)

1611911

(2) Administration charge made by carrier

7e(2)

1475

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

7e(3)

1249547

(4) Other (specify below)

7e(4)

513810

▶ FORFEITURES DEBITS, TRANSFERS OUT LOAN INITIATIONS
MISCELLANEOUS OUT

(5) Total deductions

7e(5)

3376743

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

18984862

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan W. C. BRADLEY CO. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.C. BRADLEY CO.	D Employer Identification Number (EIN) 58-1605660	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND
06-1050034

(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)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	200076	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

SYNOVUS TRUST COMPANY N.A.

58-2146977

(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?
15 49	NONE	95000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ROBINSON, GRIMES, & COMPANY

58-1374304

(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?
10	NONE	24850	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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0
(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.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2023 TO 12/31/2023 PGIM JENNISON SML CO A	
(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.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan W. C. BRADLEY CO. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 W.C. BRADLEY CO.	D Employer Identification Number (EIN) 58-1605660
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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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: DRYDEN S&P5500 INDEX - ISP

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-123	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 27145149
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a Name of MTIA, CCT, PSA, or 103-12 IE: EAGLE M CAP GROWTH

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-776	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2235450
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a Name of MTIA, CCT, PSA, or 103-12 IE: SCV VICTORY FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-701	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2672295
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a Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE LCG EQ

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-828	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7449337
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a Name of MTIA, CCT, PSA, or 103-12 IE: WESTERN ASSET CR BD

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-841	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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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)
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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)
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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)

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

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 W. C. BRADLEY CO. 401(K) SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 W.C. BRADLEY CO.		
		D Employer Identification Number (EIN) 58-1605660

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		151182
(2) Participant contributions	1b(2)		151734
(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)	610064	977174
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	40412824	39502230
(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)	22744669	39134022
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	17017713	18984862
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	80785270	98901204
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	80785270	98901204

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)	3280985	
(B) Participants	2a(1)(B)	3905329	
(C) Others (including rollovers)	2a(1)(C)	5838668	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		13024982
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)	42644	
(F) Other	2b(1)(F)	356745	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		399389
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	915420	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		915420
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		8931898
(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)		3052107
c Other income	2c		120277
d Total income. Add all income amounts in column (b) and enter total	2d		26444073

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8008434	
(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)		8008434
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	222228	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)	24850	
(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)	72627	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		319705
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8328139

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		18115934
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: **ROBINSON GRIMES & COMPANY P.C**

(2) EIN: **58-1374304**

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?	☒		10000000
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 W. C. BRADLEY CO. 401(K) SAVINGS PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 W.C. BRADLEY CO.		D Employer Identification Number (EIN) 58-1605660
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): 22-1211670		
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
----------------	---

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 09 / 16 / 2022 (MM/DD/YYYY) and the Opinion Letter serial number Q704336A.

**W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2023 AND 2022**

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Independent Auditor's Report

W.C. Bradley Co. Retirement Committee
W.C. Bradley 401(K) Savings Plan
Columbus, Georgia

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

We have performed audits of the financial statements of W.C. Bradley 401(K) Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 6 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor’s Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters

Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) for the year ended December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

Robinson, Grimes + Company, P.C.

Certified Public Accountants

October 15, 2024

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments, at fair value (Note 4)	\$ 78,636,252	\$ 63,157,491
Investments, at contract value (Note 5)	<u>18,984,862</u>	<u>17,017,713</u>
Total investments	<u>97,621,114</u>	<u>80,175,204</u>
Receivables		
Participants' contributions	151,734	0
Employer's contributions	151,182	0
Notes receivable from participants	<u>977,174</u>	<u>610,064</u>
Total receivables	<u>1,280,090</u>	<u>610,064</u>
Total assets	98,901,204	80,785,268
LIABILITIES	<u>0</u>	<u>0</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 98,901,204</u></u>	<u><u>\$ 80,785,268</u></u>

See Notes to Financial Statements.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
Contributions		
Participants' contributions	\$ 3,905,329	\$ 3,060,748
Employer's contributions	3,283,313	2,619,929
Rollover contributions	5,838,668	643,526
Total contributions	<u>13,027,310</u>	<u>6,324,203</u>
Investment income (loss)		
Net realized and unrealized		
appreciation (depreciation) of investments	11,514,418	(16,192,226)
Interest and dividends	1,272,165	706,627
Capital gains distributions	469,588	308,550
Total investment income (loss)	<u>13,256,171</u>	<u>(15,177,049)</u>
Interest from notes receivable from participants	<u>42,644</u>	<u>26,844</u>
Deductions		
Benefits paid to participants	(8,008,433)	(8,149,506)
Investment and administrative expenses	(201,756)	(225,381)
Total deductions	<u>(8,210,189)</u>	<u>(8,374,887)</u>
Net increase (decrease) in net assets before transfers	<u>18,115,936</u>	<u>(17,200,889)</u>
Transfer out (Note 3)	<u>0</u>	<u>(12,579,609)</u>
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning	<u>80,785,268</u>	<u>110,565,766</u>
Ending	<u>\$ 98,901,204</u>	<u>\$ 80,785,268</u>

See Notes to Financial Statements.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan

The following brief description of the W.C. Bradley 401(K) Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution profit sharing plan sponsored by W. C. Bradley Co. and Subsidiaries (collectively, the “Plan Sponsor”) for its employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan was originally adopted by W. C. Bradley Co. on January 1, 1989 but has since been amended and restated. The Plan was amended in 2023 to add Dansons US, LLC (“Dansons”) as a participating employer and to add certain plan features pursuant to SECURE 2.0 Act provisions.

The W. C. Bradley Co. Retirement Committee (the “Retirement Committee”), appointed by the Plan Sponsor, has responsibility for administration of the Plan. Empower Trust Company, as a qualified institution, serves as trustee and has responsibility for the management, operation and administration of the Trust Fund. A fee is charged by the trustee for services rendered.

During the year ended December 31, 2022, Empower Annuity Insurance Company of America (“Empower”) acquired the full-service retirement business of Prudential Financial, Inc. Empower now acts as the Plan’s recordkeeper and custodian. A fee is charged by the recordkeeper and custodian for services rendered.

On June 7, 2023, the Plan Sponsor acquired the assets of Dansons. In connection with the acquisition, the Plan Sponsor became the employer of Dansons employees, who were covered under the Plan as of the date of acquisition.

Eligibility - Eligible employees must complete 60 days of service, at which time they are automatically enrolled unless they elect not to participate. There is no age requirement for participation.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan (Continued)

Contributions - Participants may elect to contribute, on a pretax basis, 1% to 60% of their compensation up to maximum limits provided under the Internal Revenue Code ("IRC"). The Plan has an auto-escalation feature whereby participant contributions increase by 1% per year until a deferral rate of 6% is reached or the participant declines to escalate. The Plan Sponsor makes a matching contribution equal to 100% of a participant's deferrals up to 2% of their compensation, and up to 50% of a participant's deferrals from between 2% and 6% of their compensation. As well, the Plan Sponsor makes a nonelective safe harbor contribution equal to 3% of each participant's compensation. The Plan Sponsor may also make a discretionary profit sharing contribution. There were no discretionary profit sharing contributions for 2023 or 2022.

Prior to the 2023 year, the Plan provided for an employer transition contribution. Participant eligibility for this contribution, as well as the amount of the contribution, was based on each participant's age and credited service as of December 31, 2007 per the W.C. Bradley Pension Plan (which has since been terminated). Transition contributions were paid through 2022.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of (a) the employer's contributions, (b) Plan earnings and (c) forfeitures of nonvested account balances, and is charged with an allocation of investment and administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions and all employer contributions except any discretionary profit sharing contributions, plus actual investment earnings or losses thereon. Vesting in the employer's discretionary profit sharing contribution portion of participant accounts is based on years of credited service as follows:

<u>YEARS OF SERVICE</u>	<u>VESTING %</u>
Less than five years	0%
Five years or more	100%

Forfeitures - Upon a one-year break in service, the nonvested portion of a participant's account will be allocated to all remaining participants in the same manner as profit sharing contributions.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan (Continued)

Investment Options - Upon enrollment in the Plan, a participant may direct participant and employer contributions in one percent increments into any of the investment options established by the Retirement Committee. Participants may change their investment options daily.

Notes Receivable from Participants - Participants may borrow, subject to approval by the Retirement Committee, from their own respective account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The term of any loan shall be for a maximum of five years. The loans are secured by 50% of the vested balance in the participant's account and bear a fixed rate of interest equal to prime plus one percent determined by the Retirement Committee. Principal and interest are paid ratably through bi-monthly payroll deductions.

Payment of Benefits - Upon termination of employment due to death, disability, or normal retirement age of 65, participants will be entitled to receive a lump-sum or partial distribution of their vested balances. In-service withdrawals of elective deferrals are allowed on attainment of age 59.5. Hardship distributions are allowed on a participant's deferral balance based on the terms of the Plan. Benefits are recorded when paid.

Plan Termination - Although it has not expressed any intent to do so, the Plan Sponsor 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 and the trustee shall dispose of the Plan assets by distribution to participants and beneficiaries.

NOTE 2: Summary of Significant Accounting Policies

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

Valuation of Investments - The Plan's investments are stated at fair value except fully benefit-responsive contracts, which are stated at contract value, as described in Note 5. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at a measurement date. See Note 4 for a description of the valuation and methodologies used to determine each investment's respective fair value.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2: Summary of Significant Accounting Policies (Continued)

Net appreciation or depreciation of the fair value of investments consists of the unrealized appreciation or depreciation of investments held during the year, as well as the realized gain or loss on sale of investments which represents the difference between net sales proceeds and cost or previous fair value of the investments sold.

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

Tax Status - The Internal Revenue Service (“IRS”) has determined and informed the Plan Sponsor by a letter dated September 16, 2022, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter, but the Plan administrator and the Plan’s tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America (“GAAP”) requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS 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, 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 within the standard statute of limitation periods; however, there are currently no audits for any tax periods in progress.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. 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 repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2: Summary of Significant Accounting Policies (Continued)

Plan Expenses - Significant costs of administering the Plan are absorbed by the Plan Sponsor and are not reflected in these financial statements. These costs include legal, administrative, accounting and trustee fees. Certain investment management fees and administrative expenses are incurred and paid by the Plan. Other investment related expenses are included in net appreciation of the fair value of investments.

Reclassifications - Certain items in the 2022 financial statements have been reclassified in order to be in conformity with the 2023 statement presentation.

Use of Estimates - The preparation of financial statements in conformity with GAAP 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.

Subsequent Events - The Plan's Retirement Committee has evaluated all subsequent events that may qualify for disclosure through October 15, 2024, which is the date the financial statements were available to be issued. There were no transactions that are required to be disclosed under the professional guidance.

NOTE 3: Plan Transfers

On February 11, 2021, the Plan Sponsor sold the assets of its subsidiary, Zebco, to a third party. In connection with the sale, Zebco was removed as a participating employer. Zebco employees were covered by the Plan through January 14, 2022, at which date participant account balances of \$12,579,609, including participant loans of \$140,850, were transferred out of the Plan to a successor plan.

NOTE 4: Fair Value Measurements

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy according to GAAP are described below:

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4: Fair Value Measurements (Continued)

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used 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:

Mutual funds: Valued at net asset value ("NAV") of shares held by the Plan at year end.

Pooled separate accounts: Valued based on the NAV per share of the underlying mutual fund held by the pooled separate accounts, less any applicable charges.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4: Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	December 31, 2023
	Level 1
Mutual funds	\$ 39,134,021
Pooled separate accounts	39,502,231
Total investments at fair value	\$ 78,636,252
	December 31, 2022
	Level 1
Mutual funds	\$ 22,744,668
Pooled separate accounts	40,412,823
Total investments at fair value	\$ 63,157,491

NOTE 5: Fully Benefit-Responsive Investment Contracts

The Plan holds an investment in the Empower Guaranteed Income Fund ("GIF"; formerly the Prudential Guaranteed Income Fund). The GIF is a guaranteed separate account provided under a group annuity contract and is deemed to be fully benefit-responsive. As such, contract value is the relevant measurement attribute for benefits attributable to the GIF because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. The GIF is the sole investment presented at contract value on the face of the Statements of Net Assets Available for Benefits. Contract value represents contributions made to the GIF, plus earnings at guaranteed crediting rates (1.98% and 1.70% at December 31, 2023 and 2022, respectively), less participant withdrawals and administrative fees, and is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

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

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 5: Fully Benefit-Responsive Investment Contracts (Continued)

Empower bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during each guarantee period.

NOTE 6: Information Prepared and Certified by Trustee (Unaudited)

As explained in Note 1, the Plan's funds are maintained by the trustee, Empower Trust Company. The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

	<u>2023</u>	<u>2022</u>
Investments at fair value:		
Mutual funds	\$ 39,134,021	\$ 22,744,668
Pooled separate accounts	<u>39,502,231</u>	<u>40,412,823</u>
Total investments at fair value	<u>78,636,252</u>	63,157,491
Investments at contract value:		
Guaranteed income fund	<u>18,984,862</u>	<u>17,017,713</u>
Total investments	<u>\$ 97,621,114</u>	<u>\$ 80,175,204</u>
Notes receivable from participants	<u>\$ 977,174</u>	<u>\$ 610,064</u>
Investment income (loss)	<u>\$ 13,256,171</u>	<u>\$ (15,177,049)</u>
Interest from notes receivable from participants	<u>\$ 42,644</u>	<u>\$ 26,844</u>

NOTE 7: Party-In-Interest Transactions

Certain Plan investments are managed by the custodian; therefore, these transactions qualify as party-in-interest. Fees incurred by the Plan for these services are included in investment and administrative expenses on the Statements of Changes in Net Assets Available for Benefits.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 8: 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 investments 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.

W.C. BRADLEY COMPANY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
EMPLOYER IDENTIFICATION NUMBER: 58-1605660
PLAN NUMBER: 002
SCH H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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	(e) Current value
	<u>Mutual funds:</u>		
	AB Small Cap	AB Small Cap Growth Portfolio Class Z	\$ 2,941,003
	American Funds	American Funds Europacific Growth R6	8,183,987
	Dodge & Cox	Dodge & Cox Income X	10,033,866
	MFS	MFS Mid Cap Value R6	3,261,381
	MFS	MFS Value Fund Class R6	4,334,245
	Vanguard	Vanguard Total Stock Admiral	6,000,729
	Vanguard	Vanguard Total Bond Index	1,387,631
	Vanguard	Vanguard Mid Cap Index Fund	2,142,371
	Vanguard	Vanguard Small Cap Index Admiral	386,612
	Vanguard	Vanguard Intermediate-Term Treasury Index Admiral	217,243
	Hartford Funds	Hartford International Value Fund	244,953
		Total mutual funds	39,134,021
	<u>Pooled separate accounts:</u>		
*	Empower Insurance Company	Dryden S&P 500 Index Fund	27,145,149
*	Empower Insurance Company	Eagle Mid Cap Growth (ISP)	2,235,450
*	Empower Insurance Company	T.Rowe Price LCG EQ (IS)	7,449,337
*	Empower Insurance Company	SCV Victory Fund	2,672,295
		Total pooled separate accounts	39,502,231
*	Empower Insurance Co	Guaranteed Income Fund	18,984,862
*	Participant Notes Receivable	Various maturity dates; 4.25% - 9.50%; cost \$0	977,174
		Total assets (held at end of year)	\$ 98,598,288

* Party-in-interest

Note: Cost information has not been included (column (d)) because all investments are participant-directed.

**W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2023 AND 2022**

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Independent Auditor's Report

W.C. Bradley Co. Retirement Committee
W.C. Bradley 401(K) Savings Plan
Columbus, Georgia

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

We have performed audits of the financial statements of W.C. Bradley 401(K) Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 6 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor’s Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters

Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) for the year ended December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

Robinson, Grimes & Company, P.C.

Certified Public Accountants

October 15, 2024

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments, at fair value (Note 4)	\$ 78,636,252	\$ 63,157,491
Investments, at contract value (Note 5)	<u>18,984,862</u>	<u>17,017,713</u>
Total investments	<u>97,621,114</u>	<u>80,175,204</u>
Receivables		
Participants' contributions	151,734	0
Employer's contributions	151,182	0
Notes receivable from participants	<u>977,174</u>	<u>610,064</u>
Total receivables	<u>1,280,090</u>	<u>610,064</u>
Total assets	98,901,204	80,785,268
LIABILITIES	<u>0</u>	<u>0</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 98,901,204</u></u>	<u><u>\$ 80,785,268</u></u>

See Notes to Financial Statements.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
Contributions		
Participants' contributions	\$ 3,905,329	\$ 3,060,748
Employer's contributions	3,283,313	2,619,929
Rollover contributions	5,838,668	643,526
Total contributions	<u>13,027,310</u>	<u>6,324,203</u>
Investment income (loss)		
Net realized and unrealized appreciation (depreciation) of investments	11,514,418	(16,192,226)
Interest and dividends	1,272,165	706,627
Capital gains distributions	469,588	308,550
Total investment income (loss)	<u>13,256,171</u>	<u>(15,177,049)</u>
Interest from notes receivable from participants	<u>42,644</u>	<u>26,844</u>
Deductions		
Benefits paid to participants	(8,008,433)	(8,149,506)
Investment and administrative expenses	(201,756)	(225,381)
Total deductions	<u>(8,210,189)</u>	<u>(8,374,887)</u>
Net increase (decrease) in net assets before transfers	<u>18,115,936</u>	<u>(17,200,889)</u>
Transfer out (Note 3)	<u>0</u>	<u>(12,579,609)</u>
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning	<u>80,785,268</u>	<u>110,565,766</u>
Ending	<u>\$ 98,901,204</u>	<u>\$ 80,785,268</u>

See Notes to Financial Statements.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan

The following brief description of the W.C. Bradley 401(K) Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution profit sharing plan sponsored by W. C. Bradley Co. and Subsidiaries (collectively, the “Plan Sponsor”) for its employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan was originally adopted by W. C. Bradley Co. on January 1, 1989 but has since been amended and restated. The Plan was amended in 2023 to add Dansons US, LLC (“Dansons”) as a participating employer and to add certain plan features pursuant to SECURE 2.0 Act provisions.

The W. C. Bradley Co. Retirement Committee (the “Retirement Committee”), appointed by the Plan Sponsor, has responsibility for administration of the Plan. Empower Trust Company, as a qualified institution, serves as trustee and has responsibility for the management, operation and administration of the Trust Fund. A fee is charged by the trustee for services rendered.

During the year ended December 31, 2022, Empower Annuity Insurance Company of America (“Empower”) acquired the full-service retirement business of Prudential Financial, Inc. Empower now acts as the Plan’s recordkeeper and custodian. A fee is charged by the recordkeeper and custodian for services rendered.

On June 7, 2023, the Plan Sponsor acquired the assets of Dansons. In connection with the acquisition, the Plan Sponsor became the employer of Dansons employees, who were covered under the Plan as of the date of acquisition.

Eligibility - Eligible employees must complete 60 days of service, at which time they are automatically enrolled unless they elect not to participate. There is no age requirement for participation.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan (Continued)

Contributions - Participants may elect to contribute, on a pretax basis, 1% to 60% of their compensation up to maximum limits provided under the Internal Revenue Code ("IRC"). The Plan has an auto-escalation feature whereby participant contributions increase by 1% per year until a deferral rate of 6% is reached or the participant declines to escalate. The Plan Sponsor makes a matching contribution equal to 100% of a participant's deferrals up to 2% of their compensation, and up to 50% of a participant's deferrals from between 2% and 6% of their compensation. As well, the Plan Sponsor makes a nonelective safe harbor contribution equal to 3% of each participant's compensation. The Plan Sponsor may also make a discretionary profit sharing contribution. There were no discretionary profit sharing contributions for 2023 or 2022.

Prior to the 2023 year, the Plan provided for an employer transition contribution. Participant eligibility for this contribution, as well as the amount of the contribution, was based on each participant's age and credited service as of December 31, 2007 per the W.C. Bradley Pension Plan (which has since been terminated). Transition contributions were paid through 2022.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of (a) the employer's contributions, (b) Plan earnings and (c) forfeitures of nonvested account balances, and is charged with an allocation of investment and administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions and all employer contributions except any discretionary profit sharing contributions, plus actual investment earnings or losses thereon. Vesting in the employer's discretionary profit sharing contribution portion of participant accounts is based on years of credited service as follows:

<u>YEARS OF SERVICE</u>	<u>VESTING %</u>
Less than five years	0%
Five years or more	100%

Forfeitures - Upon a one-year break in service, the nonvested portion of a participant's account will be allocated to all remaining participants in the same manner as profit sharing contributions.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan (Continued)

Investment Options - Upon enrollment in the Plan, a participant may direct participant and employer contributions in one percent increments into any of the investment options established by the Retirement Committee. Participants may change their investment options daily.

Notes Receivable from Participants - Participants may borrow, subject to approval by the Retirement Committee, from their own respective account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The term of any loan shall be for a maximum of five years. The loans are secured by 50% of the vested balance in the participant's account and bear a fixed rate of interest equal to prime plus one percent determined by the Retirement Committee. Principal and interest are paid ratably through bi-monthly payroll deductions.

Payment of Benefits - Upon termination of employment due to death, disability, or normal retirement age of 65, participants will be entitled to receive a lump-sum or partial distribution of their vested balances. In-service withdrawals of elective deferrals are allowed on attainment of age 59.5. Hardship distributions are allowed on a participant's deferral balance based on the terms of the Plan. Benefits are recorded when paid.

Plan Termination - Although it has not expressed any intent to do so, the Plan Sponsor 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 and the trustee shall dispose of the Plan assets by distribution to participants and beneficiaries.

NOTE 2: Summary of Significant Accounting Policies

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

Valuation of Investments - The Plan's investments are stated at fair value except fully benefit-responsive contracts, which are stated at contract value, as described in Note 5. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at a measurement date. See Note 4 for a description of the valuation and methodologies used to determine each investment's respective fair value.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2: Summary of Significant Accounting Policies (Continued)

Net appreciation or depreciation of the fair value of investments consists of the unrealized appreciation or depreciation of investments held during the year, as well as the realized gain or loss on sale of investments which represents the difference between net sales proceeds and cost or previous fair value of the investments sold.

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

Tax Status - The Internal Revenue Service (“IRS”) has determined and informed the Plan Sponsor by a letter dated September 16, 2022, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter, but the Plan administrator and the Plan’s tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America (“GAAP”) requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS 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, 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 within the standard statute of limitation periods; however, there are currently no audits for any tax periods in progress.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. 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 repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2: Summary of Significant Accounting Policies (Continued)

Plan Expenses - Significant costs of administering the Plan are absorbed by the Plan Sponsor and are not reflected in these financial statements. These costs include legal, administrative, accounting and trustee fees. Certain investment management fees and administrative expenses are incurred and paid by the Plan. Other investment related expenses are included in net appreciation of the fair value of investments.

Reclassifications - Certain items in the 2022 financial statements have been reclassified in order to be in conformity with the 2023 statement presentation.

Use of Estimates - The preparation of financial statements in conformity with GAAP 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.

Subsequent Events - The Plan's Retirement Committee has evaluated all subsequent events that may qualify for disclosure through October 15, 2024, which is the date the financial statements were available to be issued. There were no transactions that are required to be disclosed under the professional guidance.

NOTE 3: Plan Transfers

On February 11, 2021, the Plan Sponsor sold the assets of its subsidiary, Zebco, to a third party. In connection with the sale, Zebco was removed as a participating employer. Zebco employees were covered by the Plan through January 14, 2022, at which date participant account balances of \$12,579,609, including participant loans of \$140,850, were transferred out of the Plan to a successor plan.

NOTE 4: Fair Value Measurements

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy according to GAAP are described below:

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4: Fair Value Measurements (Continued)

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used 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:

Mutual funds: Valued at net asset value ("NAV") of shares held by the Plan at year end.

Pooled separate accounts: Valued based on the NAV per share of the underlying mutual fund held by the pooled separate accounts, less any applicable charges.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4: Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	December 31, 2023
	Level 1
Mutual funds	\$ 39,134,021
Pooled separate accounts	39,502,231
Total investments at fair value	\$ 78,636,252
	December 31, 2022
	Level 1
Mutual funds	\$ 22,744,668
Pooled separate accounts	40,412,823
Total investments at fair value	\$ 63,157,491

NOTE 5: Fully Benefit-Responsive Investment Contracts

The Plan holds an investment in the Empower Guaranteed Income Fund ("GIF"; formerly the Prudential Guaranteed Income Fund). The GIF is a guaranteed separate account provided under a group annuity contract and is deemed to be fully benefit-responsive. As such, contract value is the relevant measurement attribute for benefits attributable to the GIF because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. The GIF is the sole investment presented at contract value on the face of the Statements of Net Assets Available for Benefits. Contract value represents contributions made to the GIF, plus earnings at guaranteed crediting rates (1.98% and 1.70% at December 31, 2023 and 2022, respectively), less participant withdrawals and administrative fees, and is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

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

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 5: Fully Benefit-Responsive Investment Contracts (Continued)

Empower bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during each guarantee period.

NOTE 6: Information Prepared and Certified by Trustee (Unaudited)

As explained in Note 1, the Plan's funds are maintained by the trustee, Empower Trust Company. The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

	<u>2023</u>	<u>2022</u>
Investments at fair value:		
Mutual funds	\$ 39,134,021	\$ 22,744,668
Pooled separate accounts	<u>39,502,231</u>	<u>40,412,823</u>
Total investments at fair value	78,636,252	63,157,491
Investments at contract value:		
Guaranteed income fund	<u>18,984,862</u>	<u>17,017,713</u>
Total investments	<u>\$ 97,621,114</u>	<u>\$ 80,175,204</u>
Notes receivable from participants	<u>\$ 977,174</u>	<u>\$ 610,064</u>
Investment income (loss)	<u>\$ 13,256,171</u>	<u>\$ (15,177,049)</u>
Interest from notes receivable from participants	<u>\$ 42,644</u>	<u>\$ 26,844</u>

NOTE 7: Party-In-Interest Transactions

Certain Plan investments are managed by the custodian; therefore, these transactions qualify as party-in-interest. Fees incurred by the Plan for these services are included in investment and administrative expenses on the Statements of Changes in Net Assets Available for Benefits.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 8: 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 investments 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.

W.C. BRADLEY COMPANY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
EMPLOYER IDENTIFICATION NUMBER: 58-1605660
PLAN NUMBER: 002
SCH H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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	(e) Current value
	<u>Mutual funds:</u>		
	AB Small Cap	AB Small Cap Growth Portfolio Class Z	\$ 2,941,003
	American Funds	American Funds Europacific Growth R6	8,183,987
	Dodge & Cox	Dodge & Cox Income X	10,033,866
	MFS	MFS Mid Cap Value R6	3,261,381
	MFS	MFS Value Fund Class R6	4,334,245
	Vanguard	Vanguard Total Stock Admiral	6,000,729
	Vanguard	Vanguard Total Bond Index	1,387,631
	Vanguard	Vanguard Mid Cap Index Fund	2,142,371
	Vanguard	Vanguard Small Cap Index Admiral	386,612
	Vanguard	Vanguard Intermediate-Term Treasury Index Admiral	217,243
	Hartford Funds	Hartford International Value Fund	244,953
		Total mutual funds	39,134,021
	<u>Pooled separate accounts:</u>		
*	Empower Insurance Company	Dryden S&P 500 Index Fund	27,145,149
*	Empower Insurance Company	Eagle Mid Cap Growth (ISP)	2,235,450
*	Empower Insurance Company	T.Rowe Price LCG EQ (IS)	7,449,337
*	Empower Insurance Company	SCV Victory Fund	2,672,295
		Total pooled separate accounts	39,502,231
*	Empower Insurance Co	Guaranteed Income Fund	18,984,862
*	Participant Notes Receivable	Various maturity dates; 4.25% - 9.50%; cost \$0	977,174
		Total assets (held at end of year)	\$ 98,598,288

* Party-in-interest

Note: Cost information has not been included (column (d)) because all investments are participant-directed.

**W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE
DECEMBER 31, 2023 AND 2022**

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Independent Auditor's Report

W.C. Bradley Co. Retirement Committee
W.C. Bradley 401(K) Savings Plan
Columbus, Georgia

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

We have performed audits of the financial statements of W.C. Bradley 401(K) Savings Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the Statements of Net Assets Available for Benefits as of December 31, 2023 and 2022, and the related Statements of Changes in Net Assets Available for Benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 6 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor’s Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matters

Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) for the year ended December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

Robinson, Grimes + Company, P.C.

Certified Public Accountants

October 15, 2024

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments, at fair value (Note 4)	\$ 78,636,252	\$ 63,157,491
Investments, at contract value (Note 5)	<u>18,984,862</u>	<u>17,017,713</u>
Total investments	<u>97,621,114</u>	<u>80,175,204</u>
Receivables		
Participants' contributions	151,734	0
Employer's contributions	151,182	0
Notes receivable from participants	<u>977,174</u>	<u>610,064</u>
Total receivables	<u>1,280,090</u>	<u>610,064</u>
Total assets	98,901,204	80,785,268
LIABILITIES	<u>0</u>	<u>0</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 98,901,204</u></u>	<u><u>\$ 80,785,268</u></u>

See Notes to Financial Statements.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
Contributions		
Participants' contributions	\$ 3,905,329	\$ 3,060,748
Employer's contributions	3,283,313	2,619,929
Rollover contributions	5,838,668	643,526
Total contributions	<u>13,027,310</u>	<u>6,324,203</u>
Investment income (loss)		
Net realized and unrealized		
appreciation (depreciation) of investments	11,514,418	(16,192,226)
Interest and dividends	1,272,165	706,627
Capital gains distributions	469,588	308,550
Total investment income (loss)	<u>13,256,171</u>	<u>(15,177,049)</u>
Interest from notes receivable from participants	<u>42,644</u>	<u>26,844</u>
Deductions		
Benefits paid to participants	(8,008,433)	(8,149,506)
Investment and administrative expenses	(201,756)	(225,381)
Total deductions	<u>(8,210,189)</u>	<u>(8,374,887)</u>
Net increase (decrease) in net assets before transfers	<u>18,115,936</u>	<u>(17,200,889)</u>
Transfer out (Note 3)	<u>0</u>	<u>(12,579,609)</u>
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning	<u>80,785,268</u>	<u>110,565,766</u>
Ending	<u><u>\$ 98,901,204</u></u>	<u><u>\$ 80,785,268</u></u>

See Notes to Financial Statements.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan

The following brief description of the W.C. Bradley 401(K) Savings Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution profit sharing plan sponsored by W. C. Bradley Co. and Subsidiaries (collectively, the “Plan Sponsor”) for its employees, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan was originally adopted by W. C. Bradley Co. on January 1, 1989 but has since been amended and restated. The Plan was amended in 2023 to add Dansons US, LLC (“Dansons”) as a participating employer and to add certain plan features pursuant to SECURE 2.0 Act provisions.

The W. C. Bradley Co. Retirement Committee (the “Retirement Committee”), appointed by the Plan Sponsor, has responsibility for administration of the Plan. Empower Trust Company, as a qualified institution, serves as trustee and has responsibility for the management, operation and administration of the Trust Fund. A fee is charged by the trustee for services rendered.

During the year ended December 31, 2022, Empower Annuity Insurance Company of America (“Empower”) acquired the full-service retirement business of Prudential Financial, Inc. Empower now acts as the Plan’s recordkeeper and custodian. A fee is charged by the recordkeeper and custodian for services rendered.

On June 7, 2023, the Plan Sponsor acquired the assets of Dansons. In connection with the acquisition, the Plan Sponsor became the employer of Dansons employees, who were covered under the Plan as of the date of acquisition.

Eligibility - Eligible employees must complete 60 days of service, at which time they are automatically enrolled unless they elect not to participate. There is no age requirement for participation.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan (Continued)

Contributions - Participants may elect to contribute, on a pretax basis, 1% to 60% of their compensation up to maximum limits provided under the Internal Revenue Code ("IRC"). The Plan has an auto-escalation feature whereby participant contributions increase by 1% per year until a deferral rate of 6% is reached or the participant declines to escalate. The Plan Sponsor makes a matching contribution equal to 100% of a participant's deferrals up to 2% of their compensation, and up to 50% of a participant's deferrals from between 2% and 6% of their compensation. As well, the Plan Sponsor makes a nonelective safe harbor contribution equal to 3% of each participant's compensation. The Plan Sponsor may also make a discretionary profit sharing contribution. There were no discretionary profit sharing contributions for 2023 or 2022.

Prior to the 2023 year, the Plan provided for an employer transition contribution. Participant eligibility for this contribution, as well as the amount of the contribution, was based on each participant's age and credited service as of December 31, 2007 per the W.C. Bradley Pension Plan (which has since been terminated). Transition contributions were paid through 2022.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of (a) the employer's contributions, (b) Plan earnings and (c) forfeitures of nonvested account balances, and is charged with an allocation of investment and administrative expenses. Allocations are based on participant earnings or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions and all employer contributions except any discretionary profit sharing contributions, plus actual investment earnings or losses thereon. Vesting in the employer's discretionary profit sharing contribution portion of participant accounts is based on years of credited service as follows:

<u>YEARS OF SERVICE</u>	<u>VESTING %</u>
Less than five years	0%
Five years or more	100%

Forfeitures - Upon a one-year break in service, the nonvested portion of a participant's account will be allocated to all remaining participants in the same manner as profit sharing contributions.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1: Description of Plan (Continued)

Investment Options - Upon enrollment in the Plan, a participant may direct participant and employer contributions in one percent increments into any of the investment options established by the Retirement Committee. Participants may change their investment options daily.

Notes Receivable from Participants - Participants may borrow, subject to approval by the Retirement Committee, from their own respective account a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The term of any loan shall be for a maximum of five years. The loans are secured by 50% of the vested balance in the participant's account and bear a fixed rate of interest equal to prime plus one percent determined by the Retirement Committee. Principal and interest are paid ratably through bi-monthly payroll deductions.

Payment of Benefits - Upon termination of employment due to death, disability, or normal retirement age of 65, participants will be entitled to receive a lump-sum or partial distribution of their vested balances. In-service withdrawals of elective deferrals are allowed on attainment of age 59.5. Hardship distributions are allowed on a participant's deferral balance based on the terms of the Plan. Benefits are recorded when paid.

Plan Termination - Although it has not expressed any intent to do so, the Plan Sponsor 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 and the trustee shall dispose of the Plan assets by distribution to participants and beneficiaries.

NOTE 2: Summary of Significant Accounting Policies

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

Valuation of Investments - The Plan's investments are stated at fair value except fully benefit-responsive contracts, which are stated at contract value, as described in Note 5. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between participants at a measurement date. See Note 4 for a description of the valuation and methodologies used to determine each investment's respective fair value.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2: Summary of Significant Accounting Policies (Continued)

Net appreciation or depreciation of the fair value of investments consists of the unrealized appreciation or depreciation of investments held during the year, as well as the realized gain or loss on sale of investments which represents the difference between net sales proceeds and cost or previous fair value of the investments sold.

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

Tax Status - The Internal Revenue Service (“IRS”) has determined and informed the Plan Sponsor by a letter dated September 16, 2022, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter, but the Plan administrator and the Plan’s tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America (“GAAP”) requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS 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, 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 within the standard statute of limitation periods; however, there are currently no audits for any tax periods in progress.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. 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 repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2: Summary of Significant Accounting Policies (Continued)

Plan Expenses - Significant costs of administering the Plan are absorbed by the Plan Sponsor and are not reflected in these financial statements. These costs include legal, administrative, accounting and trustee fees. Certain investment management fees and administrative expenses are incurred and paid by the Plan. Other investment related expenses are included in net appreciation of the fair value of investments.

Reclassifications - Certain items in the 2022 financial statements have been reclassified in order to be in conformity with the 2023 statement presentation.

Use of Estimates - The preparation of financial statements in conformity with GAAP 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.

Subsequent Events - The Plan's Retirement Committee has evaluated all subsequent events that may qualify for disclosure through October 15, 2024, which is the date the financial statements were available to be issued. There were no transactions that are required to be disclosed under the professional guidance.

NOTE 3: Plan Transfers

On February 11, 2021, the Plan Sponsor sold the assets of its subsidiary, Zebco, to a third party. In connection with the sale, Zebco was removed as a participating employer. Zebco employees were covered by the Plan through January 14, 2022, at which date participant account balances of \$12,579,609, including participant loans of \$140,850, were transferred out of the Plan to a successor plan.

NOTE 4: Fair Value Measurements

GAAP establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy according to GAAP are described below:

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4: Fair Value Measurements (Continued)

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used 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:

Mutual funds: Valued at net asset value ("NAV") of shares held by the Plan at year end.

Pooled separate accounts: Valued based on the NAV per share of the underlying mutual fund held by the pooled separate accounts, less any applicable charges.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation method is 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.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4: Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value:

	December 31, 2023
	Level 1
Mutual funds	\$ 39,134,021
Pooled separate accounts	39,502,231
Total investments at fair value	\$ 78,636,252
	December 31, 2022
	Level 1
Mutual funds	\$ 22,744,668
Pooled separate accounts	40,412,823
Total investments at fair value	\$ 63,157,491

NOTE 5: Fully Benefit-Responsive Investment Contracts

The Plan holds an investment in the Empower Guaranteed Income Fund ("GIF"; formerly the Prudential Guaranteed Income Fund). The GIF is a guaranteed separate account provided under a group annuity contract and is deemed to be fully benefit-responsive. As such, contract value is the relevant measurement attribute for benefits attributable to the GIF because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. The GIF is the sole investment presented at contract value on the face of the Statements of Net Assets Available for Benefits. Contract value represents contributions made to the GIF, plus earnings at guaranteed crediting rates (1.98% and 1.70% at December 31, 2023 and 2022, respectively), less participant withdrawals and administrative fees, and is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

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

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 5: Fully Benefit-Responsive Investment Contracts (Continued)

Empower bears the risk that the return on the underlying investments will be sufficient to support the guaranteed rate during each guarantee period.

NOTE 6: Information Prepared and Certified by Trustee (Unaudited)

As explained in Note 1, the Plan's funds are maintained by the trustee, Empower Trust Company. The following information included in the accompanying financial statements and supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

	<u>2023</u>	<u>2022</u>
Investments at fair value:		
Mutual funds	\$ 39,134,021	\$ 22,744,668
Pooled separate accounts	<u>39,502,231</u>	<u>40,412,823</u>
Total investments at fair value	<u>78,636,252</u>	63,157,491
Investments at contract value:		
Guaranteed income fund	<u>18,984,862</u>	<u>17,017,713</u>
Total investments	<u>\$ 97,621,114</u>	<u>\$ 80,175,204</u>
Notes receivable from participants	<u>\$ 977,174</u>	<u>\$ 610,064</u>
Investment income (loss)	<u>\$ 13,256,171</u>	<u>\$ (15,177,049)</u>
Interest from notes receivable from participants	<u>\$ 42,644</u>	<u>\$ 26,844</u>

NOTE 7: Party-In-Interest Transactions

Certain Plan investments are managed by the custodian; therefore, these transactions qualify as party-in-interest. Fees incurred by the Plan for these services are included in investment and administrative expenses on the Statements of Changes in Net Assets Available for Benefits.

W.C. BRADLEY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 8: 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 investments 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.

W.C. BRADLEY COMPANY 401(K) SAVINGS PLAN
COLUMBUS, GEORGIA
EMPLOYER IDENTIFICATION NUMBER: 58-1605660
PLAN NUMBER: 002
SCH H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
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	(e) Current value
	<u>Mutual funds:</u>		
	AB Small Cap	AB Small Cap Growth Portfolio Class Z	\$ 2,941,003
	American Funds	American Funds Europacific Growth R6	8,183,987
	Dodge & Cox	Dodge & Cox Income X	10,033,866
	MFS	MFS Mid Cap Value R6	3,261,381
	MFS	MFS Value Fund Class R6	4,334,245
	Vanguard	Vanguard Total Stock Admiral	6,000,729
	Vanguard	Vanguard Total Bond Index	1,387,631
	Vanguard	Vanguard Mid Cap Index Fund	2,142,371
	Vanguard	Vanguard Small Cap Index Admiral	386,612
	Vanguard	Vanguard Intermediate-Term Treasury Index Admiral	217,243
	Hartford Funds	Hartford International Value Fund	244,953
		Total mutual funds	39,134,021
	<u>Pooled separate accounts:</u>		
*	Empower Insurance Company	Dryden S&P 500 Index Fund	27,145,149
*	Empower Insurance Company	Eagle Mid Cap Growth (ISP)	2,235,450
*	Empower Insurance Company	T.Rowe Price LCG EQ (IS)	7,449,337
*	Empower Insurance Company	SCV Victory Fund	2,672,295
		Total pooled separate accounts	39,502,231
*	Empower Insurance Co	Guaranteed Income Fund	18,984,862
*	Participant Notes Receivable	Various maturity dates; 4.25% - 9.50%; cost \$0	977,174
		Total assets (held at end of year)	\$ 98,598,288

* Party-in-interest

Note: Cost information has not been included (column (d)) because all investments are participant-directed.