

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 TRUE VALUE COMPANY SAVINGS & COMPENSATION DEFERRAL PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1976
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) TRUE VALUE COMPANY 8600 WEST BRYN MAWR AVENUE CHICAGO, IL 60631-3505
2b	Employer Identification Number (EIN) 36-2099896
2c	Plan Sponsor's telephone number 773-695-5483
2d	Business code (see instructions) 423700

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	01/14/2025	ANTHONY GIULIANO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 3297
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) 2232 6a(2) 2121 6b 16 6c 1041 6d 3178 6e 13 6f 3191 6g(1) 3233 6g(2) 3127 6h 612
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:

2G 2J 2K 2S 2T 2F

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

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

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan TRUE VALUE COMPANY SAVINGS & COMPENSATION DEFERRAL PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUE VALUE COMPANY	D Employer Identification Number (EIN) 36-2099896

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

YesNo
- b

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

(b)	Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	
04-2647786	

(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
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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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	147519	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	ADVISOR	34125	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NELSON MULLINS RILEY

57-0215445

(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?
16 29	ATTORNEY/LEGAL/CONSULTANT	23968	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.	
DODGE & COX STOCK I - SS&C GIDS, I 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2023 This Form is Open to Public Inspection.	
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023					
A Name of plan TRUE VALUE COMPANY SAVINGS & COMPENSATION DEFERRAL PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TRUE VALUE COMPANY				D Employer Identification Number (EIN) 36-2099896	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: GALLIARD STBLE RTN C					
b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.					
c EIN-PN 52-2250946-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18372540	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or	

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

Part II **Information on Participating Plans (to be completed by DFEs, other than DCGs)**

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan TRUE VALUE COMPANY SAVINGS & COMPENSATION DEFERRAL PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUE VALUE COMPANY		
		D Employer Identification Number (EIN) 36-2099896

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	31723	72641
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2633710	2909924
(9) Value of interest in common/collective trusts	1c(9)	20080480	18372540
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	182114048	207347153
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	204859961	228702258
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	204859961	228702258

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)	5148428	
(B) Participants	2a(1)(B)	10371816	
(C) Others (including rollovers)	2a(1)(C)	2660089	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		18180333
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	2697	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	167483	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		170180
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4084012	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4084012
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		490796
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		30291550
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		53216871

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	29158926	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		29158926
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		10036
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	600	
(3) Recordkeeping fees.....	2i(3)	146919	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	34125	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	11943	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	12025	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		205612
j Total expenses. Add all expense amounts in column (b) and enter total	2j		29374574

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		23842297
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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: **RSM US LLP**

(2) EIN: **42-0714325**

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?	☒		828
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan TRUE VALUE COMPANY SAVINGS & COMPENSATION DEFERRAL PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TRUE VALUE COMPANY	D Employer Identification Number (EIN) 36-2099896	

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	
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): 04-6568107		
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
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9	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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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.
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10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for: a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) 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) 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)	14a 14b 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 b The corresponding number for the second preceding plan year	15a 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 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	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

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

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☒ Design-based safe harbor method ☐ "Prior year" ADP test ☒ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	

**TRUE VALUE COMPANY
SAVINGS AND COMPENSATION
DEFERRAL PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**AS OF DECEMBER 31, 2023 AND 2022
AND FOR THE YEAR ENDED DECEMBER 31, 2023**

with

INDEPENDENT AUDITOR'S REPORT

Employer Identification Number 36-2099896

Plan Number – 001

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Independent Auditor's Report

Participants and Retirement Plan Committee
True Value Company Savings and Compensation Deferral Plan

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

We have performed audits of the financial statements of True Value Company Savings and Compensation Deferral 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, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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 December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 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 (U.S. 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 U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or 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 would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 U.S. 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 U.S. 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 Matter—Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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, are 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).

RSM US LLP

Schaumburg, Illinois
December 5, 2024

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value	\$ 225,792,334	\$ 202,226,251
Receivables:		
Notes receivable from participants	2,987,018	2,700,864
Total receivables	2,987,018	2,700,864
Net assets available for benefits	\$ 228,779,352	\$ 204,927,115

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

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<u>Year Ended</u> <u>December 31, 2023</u>
Investment income:	
Net appreciation in fair value of investments	\$ 30,782,131
Interest and dividends	4,086,924
	<u>34,869,055</u>
Interest earned on notes receivable from participants	<u>172,774</u>
Contributions:	
Company	5,148,428
Participants	10,371,816
Rollover	2,660,089
	<u>18,180,333</u>
Total	<u>53,222,162</u>
Deductions:	
Payments to participants	(\$29,164,312)
Administrative expenses	(205,613)
Total deductions	<u>(29,369,925)</u>
Net increase	23,852,237
Net assets available for benefits:	
Beginning of year	204,927,115
End of year	<u>\$ 228,779,352</u>

The accompanying notes are an integral part of this financial statement.

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The True Value Company Savings and Compensation Deferral Plan (the "Plan"), is a defined-contribution retirement plan established for regular full-time and part-time employees of True Value Company and its participating subsidiaries and affiliated corporations (the "Company" or "Plan sponsor"). Union employees are not participants in the Plan unless participation is specifically provided for in the collective bargaining agreement. Effective January 1, 1998, the Cotter Plan and the ServiStar Plan (previously known as the ServiStar/Coast to Coast Profit Sharing and Savings Plan or "legacy Coast-to-Coast") was merged into the Plan. The Plan is administered by the Retirement Committee, which is appointed by the Company from among its employees. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"), as amended. Participation in the Plan is voluntary after completion of ninety days of service, at which time participants are allowed to make Pre-Tax and/or Roth (401k) contributions (Roth effective April 1, 2021) to their accounts from 1% to 50% of their eligible compensation, as defined in the Plan. Eligible associates who are turning 50 or are over the age of 50 during the plan year are eligible to make Pre-Tax and/or Roth (401k) "catch-up" contributions. Participants may allocate their investment options of their contributions into various investment funds offered by the Plan, at any time during the year. If no investment allocation is made by the participant, funds will be allocated to a default target date fund closest to the year based on participant's date of birth.

The Plan includes an auto-enrollment provision whereby all new hired eligible participants are automatically enrolled in the Plan with a Pre-Tax contribution of 5% of their eligible compensation. The contribution is directed into the default target date fund closest to the year based on participant's date of birth, unless otherwise designated by the participant. Participants have the option of not electing to participate, prior to the auto-enrollment start date.

Under the Plan, participants may perform a direct rollover from a qualified plan in which they previously participated in. All participant direct rollover amounts are fully vested. Rollovers are not eligible for company matching contributions.

Participant pre-tax contributions are deducted from participant's pay before income tax is withheld and allows for a potential tax break by reducing participant's current taxable income; contributions and any earnings will be subject to income tax upon distribution. Participant Roth contributions are deducted from participant's pay with after-tax dollars; and contributions and any earnings are tax-free when the participant takes a qualified distribution. Company contributions are always pre-tax dollars; match contributions and any earnings will be subject to income tax upon distribution. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

This is a "safe harbor" plan. Under the "safe harbor" plan design: 1) prior to January 1, 2020, enrolled associates were provided a dollar for dollar Company match up to five percent (5%) of their contributions. As of January 1, 2020, enrolled associates will be provided a dollar for dollar Company match up to four percent (4%) of their contributions; enrolled associates covered by the collective bargaining agreement for UL633 (Manchester Union) continue to receive a dollar for dollar Company match up to five percent (5%) of their contributions; 2) the Company match was made for each pay period prior to January 1, 2024. Effective January 1, 2024, the Company's 401(k) matching contribution became an annual one-time match paid within the first quarter following the end of the calendar year; 3) the Company match portion is 100% vested for associates hired prior to January 1, 2020, and for associates hired on or after January 1, 2020, the Company match portion is 100% vested after completing two years of vesting service. The Company, in its discretion, may make a discretionary profit-sharing contribution to be allocated on an annual basis, to the accounts of participants who are actively employed on the last day of the plan year. Allocations are based on eligible compensation. There were no discretionary profit-sharing contributions for the year ended December 31, 2023.

Participants are always 100% vested in their own contributions, rollover contributions, and Discretionary Profit-Sharing contributions, including any earnings on these contributions.

Participants may borrow from their account balance (excluding Company Contributions, legacy Coast-to-Coast Account and Discretionary Profit-Sharing Account) a minimum of \$1,000 up to a maximum equal to the lesser of

\$50,000 (reduced by the participant's highest outstanding loan balance in the preceding 12 months) or 50 percent of their account balance, limited to one loan at a time. The loans are secured by the balance in the participant's account. A reasonable interest rate is charged on the loan and is determined at the time of the loan application. Currently, the rate under the Plan is the prevailing prime rate as published in The Wall Street Journal on the first day of the calendar month containing the date of the loan application, plus one percent (1%). Principal and interest are paid ratably through payroll deductions.

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary profit-sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the participant, and Plan losses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Upon death, disability or retirement, the full vested value of each participant's account becomes payable to the participant or his or her beneficiary in either:

- A lump sum, or
- In the case of a participant (or beneficiary) with an account balance on January 1, 1989, by payment in a series of quarterly installments over a period of fifteen years (or, if less, the life expectancy of the participant and his designated beneficiary; provided that, if such beneficiary is not the participant's spouse and is more than ten years younger than the participant, the installments shall be paid over a period not exceeding the joint life expectancy of the participant and a beneficiary ten years younger than the participant).

A participant, whose employment with the Company is terminated, except as described above, is entitled to the vested portion of their account balance. The distribution can be based on the above methods or can be rolled over to an eligible retirement plan or, if the vested balance exceeds \$5,000, the funds can be left in the Plan until normal retirement age.

A participant may withdraw from specific eligible sources from the Plan while continuing in service with the Company. Any withdrawal can only be taken in the following order: first, any after-tax contributions rolled into the Plan from the prior Cotter Plan or Servistar Plan; second, if age 59 ½ or older, income deferral contributions and earnings; and third, for an eligible financial hardship only, income deferral contributions (but not earnings on those contributions).

The Company anticipates that the Plan will continue without interruption but reserves the right to discontinue the Plan at any time, subject to the provisions of ERISA. In the event that the Plan is terminated, participants will become 100% vested in their Company contributions.

2. Significant Accounting Policies

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 3 – Fair Value Measurements for additional information). The Retirement Committee determines the Plan's valuation policies, utilizing information provided by the trustee.

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

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of note receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value on investments.

Use of Estimates

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

Subsequent Events

The Plan has evaluated subsequent events occurring through December 5, 2024, the date that the financial statements were available to be issued.

3. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification 820, "Fair Value Measurements and Disclosures" (ASC 820), 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 under ASC 820-10-35 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds and Retirement Money Market Fund:

Shares of mutual funds and retirement money market fund are valued based on quoted net asset value ("NAV") of the fund in active markets and classified within Level 1 of the fair value hierarchy. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Interest in Collective Trust:

Interest in collective trust is valued at the NAV per unit of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less liabilities. This practical expedient is not used when it is determined to be probable that the Plan will sell the investment for an amount different than the reported NAV.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2023:

Investments at Fair Value at December 31, 2023

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$207,347,153			\$207,347,153
Retirement Money Market Fund	72,641	--	--	72,641
	-----	-----	-----	-----
Total assets in the fair value hierarchy	<u>\$207,419,794</u>	<u>\$ --</u>	<u>\$ --</u>	207,419,794
Investments measured at net asset value (a)				18,372,540

Total investments at fair value				<u>\$225,792,334</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022:

Investments at Fair Value at December 31, 2022

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$182,114,048			\$182,114,048
Retirement Money Market Fund	31,723	--	--	31,723
	-----	-----	-----	-----
Total assets in the fair value hierarchy	<u>\$182,145,771</u>	<u>\$ --</u>	<u>\$ --</u>	182,145,771
Investments measured at net asset value (a)				20,080,480

Total investments at fair value				<u>\$202,226,251</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

The following summarizes investments measured at fair value based on NAV per share as of December 31, 2023 and 2022:

<u>Investment</u>	<u>2023 Fair Value</u>	<u>2022 Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Galliard Stable Return	\$18,372,540	\$20,080,480	None	Daily	None for Participants, 12-month period for Plan withdrawal

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another.

Plan management evaluates the significance of transfer relative to the total net assets available for benefits. For year ended December 2023, there were no transfers in or out of Level 3.

4. 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 value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The Plan Sponsor is currently in violation of certain of its debt covenants and has entered into an agreement to sell substantially all of its business operations, and to do so in the most efficient manner the Plan Sponsor initiated voluntary Chapter 11 proceedings in the U.S. Bankruptcy Court for the District of Delaware. As of the date the financial statements were available to be issued, the proceedings in the U.S. Bankruptcy Court and purchase agreement have been accepted, and the transaction closed on November 22, 2024. As of the date of this report, there is no intent to terminate the Plan. The subsequent purchase agreement indicates transferred employees shall cease active participation in this Plan as of the closing date and may elect to rollover into the Buyer's Plan. Therefore, the financial statements of the Plan do not include any adjustment that might result from the subsequent purchase agreement.

5. Information Certified by Fidelity Management Trust Company, the Trustee

The following is a summary of the Plan's asset and income information as of December 31, 2023 and 2022, and for the year ended December 31, 2023, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and income is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets and income:

	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Mutual and money market funds	\$207,419,794	\$182,145,771
Interest in collective trust	18,372,540	20,080,480
Notes receivable from participants	2,987,018	2,700,864
Net appreciation in fair value of investments	30,782,131	
Interest and dividends	4,086,924	
Interest income on notes receivable from participants	172,774	

6. Forfeited Accounts

As of December 31, 2023 and December 31, 2022 forfeited non-vested accounts totaled \$98,935 and \$66,439, respectively. These accounts may be used to reduce Company contributions and pay Plan expenses. In 2023, forfeitures of \$530,764 were used to reduce Company contributions.

7. Income Tax Status

The IRS has determined and informed the Company by a letter dated February 14, 2018, that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, the related trust is not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Retirement Committee believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

In September 2022, Plan management discovered operational defects with respect to the definition of Plan compensation and matching contributions for Plan participants.

During the plan years 2002 through 2022, compensation prior to eligibility date (pre-entry date compensation) was included in compensation for purposes of determining participant deferrals and Company matching contributions, which is contrary to the provision of the plan document. This resulted in participants' accounts credited with more employee contributions and Company matching contributions. The Company has proposed to adopt a retroactive amendment to the Plan to include the pre-entry date compensation in determining participant deferrals and Company matching contributions for the periods 2002 through 2022. This proposed correction to the Plan's terms will permit the Plan participants to retain any additional funds which were credited to their accounts. For plans years 2023 and thereafter, the Plan will operate as originally drafted by excluding pre-entry compensation in determining deferrals and matching contributions.

Due to a scrivener's error, it was found that a Plan amendment that was effective January 1, 2020 to change the matching percentage failed to document that the collective bargaining agreement for Manchester Union employees allows for a 5% match. The said participants received the match as described in their collective bargaining agreement, and no participants were financially harmed by this scrivener's error. To correct this error, the Plan Sponsor proposed to retroactively amend the Plan to preserve the 5% match for the Manchester Union employees.

The Plan Sponsor has determined that these failures are not material to the Plan's financial statement or to the Plan's qualified tax status.

In February 2023, the Plan filed for a Voluntary Correction Program (VCP) application with the IRS. The VCP application was accepted by the IRS in July 2023.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Related Parties

Certain Plan investments are shares of mutual funds and notes receivable from participants managed by Fidelity Investments, an affiliated Company of the trustee, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for management services amounted to \$147,519 for the year ended December 31, 2023. Certain employees of the Company provide administrative services to the Plan and are not reimbursed for their services. Non-related party administrative expenses are included in the statement of changes in net assets available for benefits.

9. Reconciliation of Financial Statements to Form 5500

	2023	2022
Net assets available for benefits per the financial statements	\$228,779,352	\$204,927,115
Notes receivable from participants	(2,987,018)	(2,700,864)
Participant loans	2,909,924	2,633,710
Net assets available for benefits per the Form 5500	<u>\$228,702,258</u>	<u>\$204,859,961</u>

The following is a reconciliation of the changes in net assets available for benefits for the year ended December 31, 2023, per the financial statements to Form 5500:

Changes in net assets available for benefits per the financial statements	\$ 23,852,237
Interest earned on notes receivable from participants	(5,291)
Payments to participants	(4,650)
Administrative expenses	1
Change in net assets available for benefits per Form 5500	<u>\$ 23,842,297</u>

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
As of December 31, 2023

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment, including maturity date, rat of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
		<u>Mutual Funds:</u>		
*	Fidelity	500 Index Fund	**	\$ 46,299,271
*	Fidelity	Diversified International Fund	**	3,582,367
*	Fidelity	Intermediate Bond Fund	**	6,121,929
*	Fidelity	Global EX US Index Fund	**	1,477,476
*	Fidelity	Extended Market Index Fund	**	7,471,363
*	Fidelity	Freedom Income	**	446,884
*	Fidelity	Freedom 2005	**	263,883
*	Fidelity	Freedom 2010	**	1,281,713
*	Fidelity	Freedom 2015	**	761,605
*	Fidelity	Freedom 2020	**	4,261,371
*	Fidelity	Freedom 2025	**	17,355,345
*	Fidelity	Freedom 2030	**	24,485,756
*	Fidelity	Freedom 2035	**	20,390,029
*	Fidelity	Freedom 2040	**	15,158,559
*	Fidelity	Freedom 2045	**	10,866,844
*	Fidelity	Freedom 2050	**	9,997,573
*	Fidelity	Freedom 2055	**	6,299,707
*	Fidelity	Freedom 2060	**	3,373,071
*	Fidelity	Freedom 2065	**	1,579,918
	Delaware	Small Cap Value Fund	**	2,465,659
	Dodge & Cox	Large Cap Value Fund	**	6,575,199
	American Funds	Euro Pacific Growth R6	**	1,755,609
	Vanguard	Bond Market Fund Admiral Class	**	2,144,063
	ClearBridge	Small Cap Growth	**	2,380,861
	JP Morgan	Large Cap Growth		10,551,098
				<u>207,347,153</u>
		<u>Interest in Collective Trust:</u>		
	Galliard	Stable Value Fund	**	18,372,540
		<u>Interest-bearing Cash:</u>		
*	Fidelity	Govt Money Market	**	72,641
*	Participants	Participant Loans (Interest rates from 4.25% to 9.50%. Maturity through October 2038)	**	<u>2,909,924</u>
	Total Investments			<u>\$ 228,702,258</u>

* Indicates a party-in-interest.

** Cost information not required for participant-directed assets.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.

**TRUE VALUE COMPANY
SAVINGS AND COMPENSATION
DEFERRAL PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**AS OF DECEMBER 31, 2023 AND 2022
AND FOR THE YEAR ENDED DECEMBER 31, 2023**

with

INDEPENDENT AUDITOR'S REPORT

Employer Identification Number 36-2099896

Plan Number – 001

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Independent Auditor's Report

Participants and Retirement Plan Committee
True Value Company Savings and Compensation Deferral Plan

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

We have performed audits of the financial statements of True Value Company Savings and Compensation Deferral 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, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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 December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 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 (U.S. 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 U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or 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 would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 U.S. 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 U.S. 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 Matter—Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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, are 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).

RSM US LLP

Schaumburg, Illinois
December 5, 2024

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value	<u>\$ 225,792,334</u>	<u>\$ 202,226,251</u>
Receivables:		
Notes receivable from participants	<u>2,987,018</u>	<u>2,700,864</u>
Total receivables	<u>2,987,018</u>	<u>2,700,864</u>
Net assets available for benefits	<u><u>\$ 228,779,352</u></u>	<u><u>\$ 204,927,115</u></u>

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

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<u>Year Ended</u> <u>December 31, 2023</u>
Investment income:	
Net appreciation in fair value of investments	\$ 30,782,131
Interest and dividends	4,086,924
	<u>34,869,055</u>
Interest earned on notes receivable from participants	<u>172,774</u>
Contributions:	
Company	5,148,428
Participants	10,371,816
Rollover	2,660,089
	<u>18,180,333</u>
Total	<u>53,222,162</u>
Deductions:	
Payments to participants	(\$29,164,312)
Administrative expenses	(205,613)
Total deductions	<u>(29,369,925)</u>
Net increase	23,852,237
Net assets available for benefits:	
Beginning of year	204,927,115
End of year	<u>\$ 228,779,352</u>

The accompanying notes are an integral part of this financial statement.

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The True Value Company Savings and Compensation Deferral Plan (the "Plan"), is a defined-contribution retirement plan established for regular full-time and part-time employees of True Value Company and its participating subsidiaries and affiliated corporations (the "Company" or "Plan sponsor"). Union employees are not participants in the Plan unless participation is specifically provided for in the collective bargaining agreement. Effective January 1, 1998, the Cotter Plan and the ServiStar Plan (previously known as the ServiStar/Coast to Coast Profit Sharing and Savings Plan or "legacy Coast-to-Coast") was merged into the Plan. The Plan is administered by the Retirement Committee, which is appointed by the Company from among its employees. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"), as amended. Participation in the Plan is voluntary after completion of ninety days of service, at which time participants are allowed to make Pre-Tax and/or Roth (401k) contributions (Roth effective April 1, 2021) to their accounts from 1% to 50% of their eligible compensation, as defined in the Plan. Eligible associates who are turning 50 or are over the age of 50 during the plan year are eligible to make Pre-Tax and/or Roth (401k) "catch-up" contributions. Participants may allocate their investment options of their contributions into various investment funds offered by the Plan, at any time during the year. If no investment allocation is made by the participant, funds will be allocated to a default target date fund closest to the year based on participant's date of birth.

The Plan includes an auto-enrollment provision whereby all new hired eligible participants are automatically enrolled in the Plan with a Pre-Tax contribution of 5% of their eligible compensation. The contribution is directed into the default target date fund closest to the year based on participant's date of birth, unless otherwise designated by the participant. Participants have the option of not electing to participate, prior to the auto-enrollment start date.

Under the Plan, participants may perform a direct rollover from a qualified plan in which they previously participated in. All participant direct rollover amounts are fully vested. Rollovers are not eligible for company matching contributions.

Participant pre-tax contributions are deducted from participant's pay before income tax is withheld and allows for a potential tax break by reducing participant's current taxable income; contributions and any earnings will be subject to income tax upon distribution. Participant Roth contributions are deducted from participant's pay with after-tax dollars; and contributions and any earnings are tax-free when the participant takes a qualified distribution. Company contributions are always pre-tax dollars; match contributions and any earnings will be subject to income tax upon distribution. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

This is a "safe harbor" plan. Under the "safe harbor" plan design: 1) prior to January 1, 2020, enrolled associates were provided a dollar for dollar Company match up to five percent (5%) of their contributions. As of January 1, 2020, enrolled associates will be provided a dollar for dollar Company match up to four percent (4%) of their contributions; enrolled associates covered by the collective bargaining agreement for UL633 (Manchester Union) continue to receive a dollar for dollar Company match up to five percent (5%) of their contributions; 2) the Company match was made for each pay period prior to January 1, 2024. Effective January 1, 2024, the Company's 401(k) matching contribution became an annual one-time match paid within the first quarter following the end of the calendar year; 3) the Company match portion is 100% vested for associates hired prior to January 1, 2020, and for associates hired on or after January 1, 2020, the Company match portion is 100% vested after completing two years of vesting service. The Company, in its discretion, may make a discretionary profit-sharing contribution to be allocated on an annual basis, to the accounts of participants who are actively employed on the last day of the plan year. Allocations are based on eligible compensation. There were no discretionary profit-sharing contributions for the year ended December 31, 2023.

Participants are always 100% vested in their own contributions, rollover contributions, and Discretionary Profit-Sharing contributions, including any earnings on these contributions.

Participants may borrow from their account balance (excluding Company Contributions, legacy Coast-to-Coast Account and Discretionary Profit-Sharing Account) a minimum of \$1,000 up to a maximum equal to the lesser of

\$50,000 (reduced by the participant's highest outstanding loan balance in the preceding 12 months) or 50 percent of their account balance, limited to one loan at a time. The loans are secured by the balance in the participant's account. A reasonable interest rate is charged on the loan and is determined at the time of the loan application. Currently, the rate under the Plan is the prevailing prime rate as published in The Wall Street Journal on the first day of the calendar month containing the date of the loan application, plus one percent (1%). Principal and interest are paid ratably through payroll deductions.

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary profit-sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the participant, and Plan losses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Upon death, disability or retirement, the full vested value of each participant's account becomes payable to the participant or his or her beneficiary in either:

- A lump sum, or
- In the case of a participant (or beneficiary) with an account balance on January 1, 1989, by payment in a series of quarterly installments over a period of fifteen years (or, if less, the life expectancy of the participant and his designated beneficiary; provided that, if such beneficiary is not the participant's spouse and is more than ten years younger than the participant, the installments shall be paid over a period not exceeding the joint life expectancy of the participant and a beneficiary ten years younger than the participant).

A participant, whose employment with the Company is terminated, except as described above, is entitled to the vested portion of their account balance. The distribution can be based on the above methods or can be rolled over to an eligible retirement plan or, if the vested balance exceeds \$5,000, the funds can be left in the Plan until normal retirement age.

A participant may withdraw from specific eligible sources from the Plan while continuing in service with the Company. Any withdrawal can only be taken in the following order: first, any after-tax contributions rolled into the Plan from the prior Cotter Plan or Servistar Plan; second, if age 59 ½ or older, income deferral contributions and earnings; and third, for an eligible financial hardship only, income deferral contributions (but not earnings on those contributions).

The Company anticipates that the Plan will continue without interruption but reserves the right to discontinue the Plan at any time, subject to the provisions of ERISA. In the event that the Plan is terminated, participants will become 100% vested in their Company contributions.

2. Significant Accounting Policies

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 3 – Fair Value Measurements for additional information). The Retirement Committee determines the Plan's valuation policies, utilizing information provided by the trustee.

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

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of note receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value on investments.

Use of Estimates

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

Subsequent Events

The Plan has evaluated subsequent events occurring through December 5, 2024, the date that the financial statements were available to be issued.

3. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification 820, "Fair Value Measurements and Disclosures" (ASC 820), 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 under ASC 820-10-35 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds and Retirement Money Market Fund:

Shares of mutual funds and retirement money market fund are valued based on quoted net asset value ("NAV") of the fund in active markets and classified within Level 1 of the fair value hierarchy. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Interest in Collective Trust:

Interest in collective trust is valued at the NAV per unit of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less liabilities. This practical expedient is not used when it is determined to be probable that the Plan will sell the investment for an amount different than the reported NAV.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2023:

Investments at Fair Value at December 31, 2023

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$207,347,153			\$207,347,153
Retirement Money Market Fund	72,641	--	--	72,641
	-----	-----	-----	-----
Total assets in the fair value hierarchy	<u>\$207,419,794</u>	<u>\$ --</u>	<u>\$ --</u>	207,419,794
Investments measured at net asset value (a)				18,372,540

Total investments at fair value				<u>\$225,792,334</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022:

Investments at Fair Value at December 31, 2022

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$182,114,048			\$182,114,048
Retirement Money Market Fund	31,723	--	--	31,723
	-----	-----	-----	-----
Total assets in the fair value hierarchy	<u>\$182,145,771</u>	<u>\$ --</u>	<u>\$ --</u>	182,145,771
Investments measured at net asset value (a)				20,080,480

Total investments at fair value				<u>\$202,226,251</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

The following summarizes investments measured at fair value based on NAV per share as of December 31, 2023 and 2022:

<u>Investment</u>	<u>2023 Fair Value</u>	<u>2022 Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Galliard Stable Return	\$18,372,540	\$20,080,480	None	Daily	None for Participants, 12-month period for Plan withdrawal

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another.

Plan management evaluates the significance of transfer relative to the total net assets available for benefits. For year ended December 2023, there were no transfers in or out of Level 3.

4. 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 value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The Plan Sponsor is currently in violation of certain of its debt covenants and has entered into an agreement to sell substantially all of its business operations, and to do so in the most efficient manner the Plan Sponsor initiated voluntary Chapter 11 proceedings in the U.S. Bankruptcy Court for the District of Delaware. As of the date the financial statements were available to be issued, the proceedings in the U.S. Bankruptcy Court and purchase agreement have been accepted, and the transaction closed on November 22, 2024. As of the date of this report, there is no intent to terminate the Plan. The subsequent purchase agreement indicates transferred employees shall cease active participation in this Plan as of the closing date and may elect to rollover into the Buyer's Plan. Therefore, the financial statements of the Plan do not include any adjustment that might result from the subsequent purchase agreement.

5. Information Certified by Fidelity Management Trust Company, the Trustee

The following is a summary of the Plan's asset and income information as of December 31, 2023 and 2022, and for the year ended December 31, 2023, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and income is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets and income:

	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Mutual and money market funds	\$207,419,794	\$182,145,771
Interest in collective trust	18,372,540	20,080,480
Notes receivable from participants	2,987,018	2,700,864
Net appreciation in fair value of investments	30,782,131	
Interest and dividends	4,086,924	
Interest income on notes receivable from participants	172,774	

6. Forfeited Accounts

As of December 31, 2023 and December 31, 2022 forfeited non-vested accounts totaled \$98,935 and \$66,439, respectively. These accounts may be used to reduce Company contributions and pay Plan expenses. In 2023, forfeitures of \$530,764 were used to reduce Company contributions.

7. Income Tax Status

The IRS has determined and informed the Company by a letter dated February 14, 2018, that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, the related trust is not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Retirement Committee believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

In September 2022, Plan management discovered operational defects with respect to the definition of Plan compensation and matching contributions for Plan participants.

During the plan years 2002 through 2022, compensation prior to eligibility date (pre-entry date compensation) was included in compensation for purposes of determining participant deferrals and Company matching contributions, which is contrary to the provision of the plan document. This resulted in participants' accounts credited with more employee contributions and Company matching contributions. The Company has proposed to adopt a retroactive amendment to the Plan to include the pre-entry date compensation in determining participant deferrals and Company matching contributions for the periods 2002 through 2022. This proposed correction to the Plan's terms will permit the Plan participants to retain any additional funds which were credited to their accounts. For plans years 2023 and thereafter, the Plan will operate as originally drafted by excluding pre-entry compensation in determining deferrals and matching contributions.

Due to a scrivener's error, it was found that a Plan amendment that was effective January 1, 2020 to change the matching percentage failed to document that the collective bargaining agreement for Manchester Union employees allows for a 5% match. The said participants received the match as described in their collective bargaining agreement, and no participants were financially harmed by this scrivener's error. To correct this error, the Plan Sponsor proposed to retroactively amend the Plan to preserve the 5% match for the Manchester Union employees.

The Plan Sponsor has determined that these failures are not material to the Plan's financial statement or to the Plan's qualified tax status.

In February 2023, the Plan filed for a Voluntary Correction Program (VCP) application with the IRS. The VCP application was accepted by the IRS in July 2023.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Related Parties

Certain Plan investments are shares of mutual funds and notes receivable from participants managed by Fidelity Investments, an affiliated Company of the trustee, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for management services amounted to \$147,519 for the year ended December 31, 2023. Certain employees of the Company provide administrative services to the Plan and are not reimbursed for their services. Non-related party administrative expenses are included in the statement of changes in net assets available for benefits.

9. Reconciliation of Financial Statements to Form 5500

	2023	2022
Net assets available for benefits per the financial statements	\$228,779,352	\$204,927,115
Notes receivable from participants	(2,987,018)	(2,700,864)
Participant loans	2,909,924	2,633,710
Net assets available for benefits per the Form 5500	<u>\$228,702,258</u>	<u>\$204,859,961</u>

The following is a reconciliation of the changes in net assets available for benefits for the year ended December 31, 2023, per the financial statements to Form 5500:

Changes in net assets available for benefits per the financial statements	\$ 23,852,237
Interest earned on notes receivable from participants	(5,291)
Payments to participants	(4,650)
Administrative expenses	1
Change in net assets available for benefits per Form 5500	<u>\$ 23,842,297</u>

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
As of December 31, 2023

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment, including maturity date, rat of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
		<u>Mutual Funds:</u>		
*	Fidelity	500 Index Fund	**	\$ 46,299,271
*	Fidelity	Diversified International Fund	**	3,582,367
*	Fidelity	Intermediate Bond Fund	**	6,121,929
*	Fidelity	Global EX US Index Fund	**	1,477,476
*	Fidelity	Extended Market Index Fund	**	7,471,363
*	Fidelity	Freedom Income	**	446,884
*	Fidelity	Freedom 2005	**	263,883
*	Fidelity	Freedom 2010	**	1,281,713
*	Fidelity	Freedom 2015	**	761,605
*	Fidelity	Freedom 2020	**	4,261,371
*	Fidelity	Freedom 2025	**	17,355,345
*	Fidelity	Freedom 2030	**	24,485,756
*	Fidelity	Freedom 2035	**	20,390,029
*	Fidelity	Freedom 2040	**	15,158,559
*	Fidelity	Freedom 2045	**	10,866,844
*	Fidelity	Freedom 2050	**	9,997,573
*	Fidelity	Freedom 2055	**	6,299,707
*	Fidelity	Freedom 2060	**	3,373,071
*	Fidelity	Freedom 2065	**	1,579,918
	Delaware	Small Cap Value Fund	**	2,465,659
	Dodge & Cox	Large Cap Value Fund	**	6,575,199
	American Funds	Euro Pacific Growth R6	**	1,755,609
	Vanguard	Bond Market Fund Admiral Class	**	2,144,063
	ClearBridge	Small Cap Growth	**	2,380,861
	JP Morgan	Large Cap Growth		10,551,098
				<u>207,347,153</u>
		<u>Interest in Collective Trust:</u>		
	Galliard	Stable Value Fund	**	18,372,540
		<u>Interest-bearing Cash:</u>		
*	Fidelity	Govt Money Market	**	72,641
*	Participants	Participant Loans (Interest rates from 4.25% to 9.50%. Maturity through October 2038)	**	<u>2,909,924</u>
	Total Investments			<u>\$ 228,702,258</u>

* Indicates a party-in-interest.

** Cost information not required for participant-directed assets.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.

**TRUE VALUE COMPANY
SAVINGS AND COMPENSATION
DEFERRAL PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

**AS OF DECEMBER 31, 2023 AND 2022
AND FOR THE YEAR ENDED DECEMBER 31, 2023**

with

INDEPENDENT AUDITOR'S REPORT

Employer Identification Number 36-2099896

Plan Number – 001

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Independent Auditor's Report

Participants and Retirement Plan Committee
True Value Company Savings and Compensation Deferral Plan

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

We have performed audits of the financial statements of True Value Company Savings and Compensation Deferral 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, the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

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 December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 5 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 (U.S. 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 U.S. GAAP, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the Plan, and determining that the Plan's transactions that are presented and disclosed in the financial statements are in conformity with the Plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or 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 would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 U.S. 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 U.S. 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 Matter—Supplemental Schedule Required by ERISA

The supplemental schedule of assets (held at end of year) as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the 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, are 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).

RSM US LLP

Schaumburg, Illinois
December 5, 2024

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets:		
Investments, at fair value	\$ 225,792,334	\$ 202,226,251
Receivables:		
Notes receivable from participants	2,987,018	2,700,864
Total receivables	2,987,018	2,700,864
Net assets available for benefits	\$ 228,779,352	\$ 204,927,115

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

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	<u>Year Ended</u> <u>December 31, 2023</u>
Investment income:	
Net appreciation in fair value of investments	\$ 30,782,131
Interest and dividends	4,086,924
	<u>34,869,055</u>
Interest earned on notes receivable from participants	<u>172,774</u>
Contributions:	
Company	5,148,428
Participants	10,371,816
Rollover	2,660,089
	<u>18,180,333</u>
Total	<u>53,222,162</u>
Deductions:	
Payments to participants	(\$29,164,312)
Administrative expenses	(205,613)
Total deductions	<u>(29,369,925)</u>
Net increase	23,852,237
Net assets available for benefits:	
Beginning of year	204,927,115
End of year	<u>\$ 228,779,352</u>

The accompanying notes are an integral part of this financial statement.

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of the Plan

The True Value Company Savings and Compensation Deferral Plan (the "Plan"), is a defined-contribution retirement plan established for regular full-time and part-time employees of True Value Company and its participating subsidiaries and affiliated corporations (the "Company" or "Plan sponsor"). Union employees are not participants in the Plan unless participation is specifically provided for in the collective bargaining agreement. Effective January 1, 1998, the Cotter Plan and the ServiStar Plan (previously known as the ServiStar/Coast to Coast Profit Sharing and Savings Plan or "legacy Coast-to-Coast") was merged into the Plan. The Plan is administered by the Retirement Committee, which is appointed by the Company from among its employees. The Plan is subject to the provisions of the Employee Retirement Income and Security Act of 1974 ("ERISA"), as amended. Participation in the Plan is voluntary after completion of ninety days of service, at which time participants are allowed to make Pre-Tax and/or Roth (401k) contributions (Roth effective April 1, 2021) to their accounts from 1% to 50% of their eligible compensation, as defined in the Plan. Eligible associates who are turning 50 or are over the age of 50 during the plan year are eligible to make Pre-Tax and/or Roth (401k) "catch-up" contributions. Participants may allocate their investment options of their contributions into various investment funds offered by the Plan, at any time during the year. If no investment allocation is made by the participant, funds will be allocated to a default target date fund closest to the year based on participant's date of birth.

The Plan includes an auto-enrollment provision whereby all new hired eligible participants are automatically enrolled in the Plan with a Pre-Tax contribution of 5% of their eligible compensation. The contribution is directed into the default target date fund closest to the year based on participant's date of birth, unless otherwise designated by the participant. Participants have the option of not electing to participate, prior to the auto-enrollment start date.

Under the Plan, participants may perform a direct rollover from a qualified plan in which they previously participated in. All participant direct rollover amounts are fully vested. Rollovers are not eligible for company matching contributions.

Participant pre-tax contributions are deducted from participant's pay before income tax is withheld and allows for a potential tax break by reducing participant's current taxable income; contributions and any earnings will be subject to income tax upon distribution. Participant Roth contributions are deducted from participant's pay with after-tax dollars; and contributions and any earnings are tax-free when the participant takes a qualified distribution. Company contributions are always pre-tax dollars; match contributions and any earnings will be subject to income tax upon distribution. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

This is a "safe harbor" plan. Under the "safe harbor" plan design: 1) prior to January 1, 2020, enrolled associates were provided a dollar for dollar Company match up to five percent (5%) of their contributions. As of January 1, 2020, enrolled associates will be provided a dollar for dollar Company match up to four percent (4%) of their contributions; enrolled associates covered by the collective bargaining agreement for UL633 (Manchester Union) continue to receive a dollar for dollar Company match up to five percent (5%) of their contributions; 2) the Company match was made for each pay period prior to January 1, 2024. Effective January 1, 2024, the Company's 401(k) matching contribution became an annual one-time match paid within the first quarter following the end of the calendar year; 3) the Company match portion is 100% vested for associates hired prior to January 1, 2020, and for associates hired on or after January 1, 2020, the Company match portion is 100% vested after completing two years of vesting service. The Company, in its discretion, may make a discretionary profit-sharing contribution to be allocated on an annual basis, to the accounts of participants who are actively employed on the last day of the plan year. Allocations are based on eligible compensation. There were no discretionary profit-sharing contributions for the year ended December 31, 2023.

Participants are always 100% vested in their own contributions, rollover contributions, and Discretionary Profit-Sharing contributions, including any earnings on these contributions.

Participants may borrow from their account balance (excluding Company Contributions, legacy Coast-to-Coast Account and Discretionary Profit-Sharing Account) a minimum of \$1,000 up to a maximum equal to the lesser of

\$50,000 (reduced by the participant's highest outstanding loan balance in the preceding 12 months) or 50 percent of their account balance, limited to one loan at a time. The loans are secured by the balance in the participant's account. A reasonable interest rate is charged on the loan and is determined at the time of the loan application. Currently, the rate under the Plan is the prevailing prime rate as published in The Wall Street Journal on the first day of the calendar month containing the date of the loan application, plus one percent (1%). Principal and interest are paid ratably through payroll deductions.

Each participant's account is credited with the participant's contributions and Company matching contributions, as well as allocations of the Company's discretionary profit-sharing contributions, if any, and Plan earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the participant, and Plan losses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Upon death, disability or retirement, the full vested value of each participant's account becomes payable to the participant or his or her beneficiary in either:

- A lump sum, or
- In the case of a participant (or beneficiary) with an account balance on January 1, 1989, by payment in a series of quarterly installments over a period of fifteen years (or, if less, the life expectancy of the participant and his designated beneficiary; provided that, if such beneficiary is not the participant's spouse and is more than ten years younger than the participant, the installments shall be paid over a period not exceeding the joint life expectancy of the participant and a beneficiary ten years younger than the participant).

A participant, whose employment with the Company is terminated, except as described above, is entitled to the vested portion of their account balance. The distribution can be based on the above methods or can be rolled over to an eligible retirement plan or, if the vested balance exceeds \$5,000, the funds can be left in the Plan until normal retirement age.

A participant may withdraw from specific eligible sources from the Plan while continuing in service with the Company. Any withdrawal can only be taken in the following order: first, any after-tax contributions rolled into the Plan from the prior Cotter Plan or Servistar Plan; second, if age 59 ½ or older, income deferral contributions and earnings; and third, for an eligible financial hardship only, income deferral contributions (but not earnings on those contributions).

The Company anticipates that the Plan will continue without interruption but reserves the right to discontinue the Plan at any time, subject to the provisions of ERISA. In the event that the Plan is terminated, participants will become 100% vested in their Company contributions.

2. Significant Accounting Policies

Basis of Accounting

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

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (see Note 3 – Fair Value Measurements for additional information). The Retirement Committee determines the Plan's valuation policies, utilizing information provided by the trustee.

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

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

Benefit Payments

Benefit payments to participants are recorded upon distribution.

Plan Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of note receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value on investments.

Use of Estimates

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

Subsequent Events

The Plan has evaluated subsequent events occurring through December 5, 2024, the date that the financial statements were available to be issued.

3. Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification 820, "Fair Value Measurements and Disclosures" (ASC 820), 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 under ASC 820-10-35 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual Funds and Retirement Money Market Fund:

Shares of mutual funds and retirement money market fund are valued based on quoted net asset value ("NAV") of the fund in active markets and classified within Level 1 of the fair value hierarchy. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Interest in Collective Trust:

Interest in collective trust is valued at the NAV per unit of the collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimating fair value. The NAV is based upon the fair value of the underlying investments comprising the trust less liabilities. This practical expedient is not used when it is determined to be probable that the Plan will sell the investment for an amount different than the reported NAV.

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2023:

Investments at Fair Value at December 31, 2023

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$207,347,153			\$207,347,153
Retirement Money Market Fund	72,641	--	--	72,641
	-----	-----	-----	-----
Total assets in the fair value hierarchy	<u>\$207,419,794</u>	<u>\$ --</u>	<u>\$ --</u>	207,419,794
Investments measured at net asset value (a)				18,372,540

Total investments at fair value				<u>\$225,792,334</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022:

Investments at Fair Value at December 31, 2022

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual Funds	\$182,114,048			\$182,114,048
Retirement Money Market Fund	31,723	--	--	31,723
	-----	-----	-----	-----
Total assets in the fair value hierarchy	<u>\$182,145,771</u>	<u>\$ --</u>	<u>\$ --</u>	182,145,771
Investments measured at net asset value (a)				20,080,480

Total investments at fair value				<u>\$202,226,251</u>

(a) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

The following summarizes investments measured at fair value based on NAV per share as of December 31, 2023 and 2022:

<u>Investment</u>	<u>2023 Fair Value</u>	<u>2022 Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Galliard Stable Return	\$18,372,540	\$20,080,480	None	Daily	None for Participants, 12-month period for Plan withdrawal

Changes in Fair Value Levels

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another.

Plan management evaluates the significance of transfer relative to the total net assets available for benefits. For year ended December 2023, there were no transfers in or out of Level 3.

4. 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 value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

The Plan Sponsor is currently in violation of certain of its debt covenants and has entered into an agreement to sell substantially all of its business operations, and to do so in the most efficient manner the Plan Sponsor initiated voluntary Chapter 11 proceedings in the U.S. Bankruptcy Court for the District of Delaware. As of the date the financial statements were available to be issued, the proceedings in the U.S. Bankruptcy Court and purchase agreement have been accepted, and the transaction closed on November 22, 2024. As of the date of this report, there is no intent to terminate the Plan. The subsequent purchase agreement indicates transferred employees shall cease active participation in this Plan as of the closing date and may elect to rollover into the Buyer's Plan. Therefore, the financial statements of the Plan do not include any adjustment that might result from the subsequent purchase agreement.

5. Information Certified by Fidelity Management Trust Company, the Trustee

The following is a summary of the Plan's asset and income information as of December 31, 2023 and 2022, and for the year ended December 31, 2023, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from information provided by the trustee and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the trustee that information provided to the Plan Administrator by the trustee related to the following assets and income is complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the United States Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and supplemental schedules related to the following assets and income:

	<u>2023</u>	<u>2022</u>
Investments, at fair value:		
Mutual and money market funds	\$207,419,794	\$182,145,771
Interest in collective trust	18,372,540	20,080,480
Notes receivable from participants	2,987,018	2,700,864
Net appreciation in fair value of investments	30,782,131	
Interest and dividends	4,086,924	
Interest income on notes receivable from participants	172,774	

6. Forfeited Accounts

As of December 31, 2023 and December 31, 2022 forfeited non-vested accounts totaled \$98,935 and \$66,439, respectively. These accounts may be used to reduce Company contributions and pay Plan expenses. In 2023, forfeitures of \$530,764 were used to reduce Company contributions.

7. Income Tax Status

The IRS has determined and informed the Company by a letter dated February 14, 2018, that the Plan qualifies under Section 401(a) of the Internal Revenue Code ("IRC") and, therefore, the related trust is not subject to tax under present income tax law. Although the Plan has been amended since receiving the determination letter, the Retirement Committee believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

In September 2022, Plan management discovered operational defects with respect to the definition of Plan compensation and matching contributions for Plan participants.

During the plan years 2002 through 2022, compensation prior to eligibility date (pre-entry date compensation) was included in compensation for purposes of determining participant deferrals and Company matching contributions, which is contrary to the provision of the plan document. This resulted in participants' accounts credited with more employee contributions and Company matching contributions. The Company has proposed to adopt a retroactive amendment to the Plan to include the pre-entry date compensation in determining participant deferrals and Company matching contributions for the periods 2002 through 2022. This proposed correction to the Plan's terms will permit the Plan participants to retain any additional funds which were credited to their accounts. For plans years 2023 and thereafter, the Plan will operate as originally drafted by excluding pre-entry compensation in determining deferrals and matching contributions.

Due to a scrivener's error, it was found that a Plan amendment that was effective January 1, 2020 to change the matching percentage failed to document that the collective bargaining agreement for Manchester Union employees allows for a 5% match. The said participants received the match as described in their collective bargaining agreement, and no participants were financially harmed by this scrivener's error. To correct this error, the Plan Sponsor proposed to retroactively amend the Plan to preserve the 5% match for the Manchester Union employees.

The Plan Sponsor has determined that these failures are not material to the Plan's financial statement or to the Plan's qualified tax status.

In February 2023, the Plan filed for a Voluntary Correction Program (VCP) application with the IRS. The VCP application was accepted by the IRS in July 2023.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Related Parties

Certain Plan investments are shares of mutual funds and notes receivable from participants managed by Fidelity Investments, an affiliated Company of the trustee, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan to the trustee for management services amounted to \$147,519 for the year ended December 31, 2023. Certain employees of the Company provide administrative services to the Plan and are not reimbursed for their services. Non-related party administrative expenses are included in the statement of changes in net assets available for benefits.

9. Reconciliation of Financial Statements to Form 5500

	2023	2022
Net assets available for benefits per the financial statements	\$228,779,352	\$204,927,115
Notes receivable from participants	(2,987,018)	(2,700,864)
Participant loans	2,909,924	2,633,710
Net assets available for benefits per the Form 5500	<u>\$228,702,258</u>	<u>\$204,859,961</u>

The following is a reconciliation of the changes in net assets available for benefits for the year ended December 31, 2023, per the financial statements to Form 5500:

Changes in net assets available for benefits per the financial statements	\$ 23,852,237
Interest earned on notes receivable from participants	(5,291)
Payments to participants	(4,650)
Administrative expenses	1
Change in net assets available for benefits per Form 5500	<u>\$ 23,842,297</u>

TRUE VALUE COMPANY
SAVINGS AND COMPENSATION DEFERRAL PLAN
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
As of December 31, 2023

(a)	<u>(b) Identity of issue, borrower, lessor or similar party</u>	<u>(c) Description of investment, including maturity date, rat of interest, collateral, par or maturity value</u>	<u>(d) Cost</u>	<u>(e) Current value</u>
		<u>Mutual Funds:</u>		
*	Fidelity	500 Index Fund	**	\$ 46,299,271
*	Fidelity	Diversified International Fund	**	3,582,367
*	Fidelity	Intermediate Bond Fund	**	6,121,929
*	Fidelity	Global EX US Index Fund	**	1,477,476
*	Fidelity	Extended Market Index Fund	**	7,471,363
*	Fidelity	Freedom Income	**	446,884
*	Fidelity	Freedom 2005	**	263,883
*	Fidelity	Freedom 2010	**	1,281,713
*	Fidelity	Freedom 2015	**	761,605
*	Fidelity	Freedom 2020	**	4,261,371
*	Fidelity	Freedom 2025	**	17,355,345
*	Fidelity	Freedom 2030	**	24,485,756
*	Fidelity	Freedom 2035	**	20,390,029
*	Fidelity	Freedom 2040	**	15,158,559
*	Fidelity	Freedom 2045	**	10,866,844
*	Fidelity	Freedom 2050	**	9,997,573
*	Fidelity	Freedom 2055	**	6,299,707
*	Fidelity	Freedom 2060	**	3,373,071
*	Fidelity	Freedom 2065	**	1,579,918
	Delaware	Small Cap Value Fund	**	2,465,659
	Dodge & Cox	Large Cap Value Fund	**	6,575,199
	American Funds	Euro Pacific Growth R6	**	1,755,609
	Vanguard	Bond Market Fund Admiral Class	**	2,144,063
	ClearBridge	Small Cap Growth	**	2,380,861
	JP Morgan	Large Cap Growth		10,551,098
				207,347,153
		<u>Interest in Collective Trust:</u>		
	Galliard	Stable Value Fund	**	18,372,540
		<u>Interest-bearing Cash:</u>		
*	Fidelity	Govt Money Market	**	72,641
*	Participants	Participant Loans (Interest rates from 4.25% to 9.50%. Maturity through October 2038)	**	2,909,924
	Total Investments			\$ 228,702,258

* Indicates a party-in-interest.

** Cost information not required for participant-directed assets.

The above information has been certified by Fidelity Management Trust Company, the trustee, as complete and accurate.