

<b>Form 5500</b>  Department of the Treasury Internal Revenue Service  Department of Labor Employee Benefits Security Administration  Pension Benefit Guaranty Corporation	<b>Annual Return/Report of Employee Benefit Plan</b>  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).  <b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b>	OMB Nos. 1210-0110 1210-0089  <h1 style="text-align: center;">2024</h1>  <b>This Form is Open to Public Inspection</b>
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<b>Part I</b>	<b>Annual Report Identification Information</b>
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For calendar plan year 2024 or fiscal plan year beginning 12/01/2021 and ending 11/30/2022

**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) \_\_\_\_\_

**B** This return/report is:  the first return/report  the final return/report

an amended return/report  a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . .

**D** Check box if filing under:  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. . . . .

<b>Part II</b>	<b>Basic Plan Information—enter all requested information</b>
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<b>1a</b> Name of plan <u>KELLEY MANUFACTURING CO. EMPLOYEE STOCK OWNERSHIP PLAN</u>	<b>1b</b> Three-digit plan number (PN) ▶ <u>001</u>
<b>2a</b> 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) <u>KELLEY MANUFACTURING CO.</u>  <u>80 VERNON DR.</u> <u>SOUTH INDUSTRIAL PK</u> <u>TIFTON, GA 31794</u>	<b>1c</b> Effective date of plan <u>11/01/1990</u>  <b>2b</b> Employer Identification Number (EIN) <u>58-1503716</u>  <b>2c</b> Plan Sponsor's telephone number <u>229-382-9393</u>  <b>2d</b> Business code (see instructions) <u>333100</u>

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	01/30/2025	JIMMY TOMBERLIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	Signature of DFE	Date	Enter name of individual signing as DFE

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> 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: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN	
	<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	234
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year ..... <b>b</b> Retired or separated participants receiving benefits..... <b>c</b> Other retired or separated participants entitled to future benefits ..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. .... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> ..... <b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) ..... <b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) ..... <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b>	176
	<b>6a(2)</b>	196
	<b>6b</b>	26
	<b>6c</b>	15
	<b>6d</b>	237
	<b>6e</b>	6
	<b>6f</b>	243
	<b>6g(1)</b>	
<b>6g(2)</b>	243	
<b>6h</b>	20	
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
2I 2P 2Q 3I

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

<b>9a</b> Plan funding arrangement (check all that apply)	<b>9b</b> Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

<b>a Pension Schedules</b>	<b>b General Schedules</b>
(1) <input type="checkbox"/> <b>R</b> (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)
(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)
(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input type="checkbox"/> <b>A</b> (Insurance Information) – Number Attached <u>0</u>
(4) <input type="checkbox"/> <b>DCG</b> (Individual Plan Information) – Number Attached _____	(4) <input type="checkbox"/> <b>C</b> (Service Provider Information)
(5) <input type="checkbox"/> <b>MEP</b> (Multiple-Employer Retirement Plan Information)	(5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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

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**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.

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**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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 \_\_\_\_\_

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<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  ▶ <b>File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2024</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2024 or fiscal plan year beginning <b>12/01/2021</b> and ending <b>11/30/2022</b>	
<b>A</b> Name of plan <b>KELLEY MANUFACTURING CO. EMPLOYEE STOCK OWNERSHIP PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>001</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>KELLEY MANUFACTURING CO.</b>	<b>D</b> Employer Identification Number (EIN) <b>58-1503716</b>

<b>Part I</b>	<b>Asset and Liability Statement</b>
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**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

<b>Assets</b>	<b>(a) Beginning of Year</b>	<b>(b) End of Year</b>
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>	
<b>b</b> Receivables (less allowance for doubtful accounts):		
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	
<b>(3)</b> Other .....	<b>1b(3)</b>	7548
<b>c</b> General investments:		
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	12397
<b>(2)</b> U.S. Government securities .....	<b>1c(2)</b>	
<b>(3)</b> Corporate debt instruments (other than employer securities):		
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>	
<b>(B)</b> All other .....	<b>1c(3)(B)</b>	
<b>(4)</b> Corporate stocks (other than employer securities):		
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>	
<b>(B)</b> Common .....	<b>1c(4)(B)</b>	
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>	
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>	
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>	
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	
<b>(9)</b> Value of interest in common/collective trusts .....	<b>1c(9)</b>	
<b>(10)</b> Value of interest in pooled separate accounts .....	<b>1c(10)</b>	
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>	
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>	
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....	<b>1c(13)</b>	
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	
<b>(15)</b> Other.....	<b>1c(15)</b>	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	22300000	26400000
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	22310606	26419945
<b>Liabilities</b>			
g Benefit claims payable.....	1g		
h Operating payables.....	1h	0	0
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	0	12075
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	12075
<b>Net Assets</b>			
l Net assets (subtract line 1k from line 1f).....	1l	22310606	26407870

**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.

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	1761610	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		1761610
<b>b Earnings on investments:</b>			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		0
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		0
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	3886282	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts .....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts .....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities .....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) .....	2b(10)		
<b>c</b> Other income .....	2c		0
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	2d		5647892

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	2e(1)	1550628	
(2) To insurance carriers for the provision of benefits .....	2e(2)		
(3) Other .....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3) .....	2e(4)		1550628
<b>f</b> Corrective distributions (see instructions) .....	2f		
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	2g		
<b>h</b> Interest expense .....	2h		
<b>i</b> Administrative expenses:			
(1) Salaries and allowances .....	2i(1)		
(2) Contract administrator fees .....	2i(2)		
(3) Recordkeeping fees .....	2i(3)		
(4) IQPA audit fees .....	2i(4)		
(5) Investment advisory and investment management fees .....	2i(5)		
(6) Bank or trust company trustee/custodial fees .....	2i(6)		
(7) Actuarial fees .....	2i(7)		
(8) Legal fees .....	2i(8)		
(9) Valuation/appraisal fees .....	2i(9)		
(10) Other trustee fees and expenses .....	2i(10)		
(11) Other expenses .....	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11) .....	2i(12)		0
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	2j		1550628

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line 2j from line 2d .....	2k		4097264
<b>l</b> Transfers of assets:			
(1) To this plan .....	2l(1)		
(2) From this plan .....	2l(2)		

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1)  Unmodified (2)  Qualified (3)  Disclaimer (4)  Adverse

**b** Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1)  DOL Regulation 2520.103-8 (2)  DOL Regulation 2520.103-12(d) (3)  neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: HUDSON & NESMITH, CPAS

(2) EIN: 58-2048162

**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
<b>a</b> 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.)		X	
<b>b</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.)		X	
<b>c</b> 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.)		X	
<b>d</b> 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.)		X	
<b>e</b> Was this plan covered by a fidelity bond?	X		1000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
<b>g</b> 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?		X	
<b>h</b> 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?		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
<b>j</b> 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.)		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan?		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
<b>n</b> 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.)

<b>5b(1)</b> Name of plan(s)	<b>5b(2)</b> EIN(s)	<b>5b(3)</b> 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 \_\_\_\_\_.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN  
Tifton, Georgia**

**FINANCIAL STATEMENTS  
(*With Independent Auditor's Report Thereon*)**

**As of November 30, 2022 and 2021  
and for the Year Ended November 30, 2022**

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN  
Tifton, Georgia  
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NOVEMBER 30, 2022**

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# Hudson & NeSmith, CPAs

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Member  
*American Institute of Certified Public Accountants*  
*Georgia Society of Certified Public Accountants*  
*Private Companies Practice Section*

Ronald D. Hudson, CPA, CFP®

John A. NeSmith, Jr., CPA

## INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees  
Kelley Manufacturing Co.  
Employee Stock Ownership Plan  
Tifton, Georgia

### Opinion

We have audited the accompanying financial statements of Kelley Manufacturing Co. Employee Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of November 30, 2022 and 2021, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Kelley Manufacturing Co. Employee Stock Ownership Plan as of November 30, 2022 and 2021, and the changes in its net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 with respect to Kelley Manufacturing Co. Employee Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the

### Certified Public Accountants and Advisors

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financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

In performing an audit in accordance with generally accepted auditing standards, we:

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

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

#### **Supplemental Schedules Required by ERISA**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H – Financial Statements (IRS Form 5500) as of November 30, 2022 is presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedules is fairly stated, in all material respects, in relation to

the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

*Hudson & NeSmith, CPAs*

Hudson & NeSmith, CPAs  
Sylvester, Georgia  
April 4, 2024

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN  
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS**

	November 30, 2022			November 30, 2021		
	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<b>Assets</b>						
Reimbursement to the Plan	\$ 7,548	\$ -	\$ 7,548	\$ 2,547	\$ -	\$ 2,547
Distribution Taxes Overpayment	-	-	-	4,874	-	4,874
Investment in Kelley Manufacturing Co. Common Stock (160,709 shares in 2022; 159,408 shares in 2021)	26,400,000	-	26,400,000	24,500,000	-	24,500,000
Cash in Bank	12,397	-	12,397	3,186	-	3,186
<b>Total assets</b>	<u>26,419,945</u>	<u>-</u>	<u>26,419,945</u>	<u>24,510,607</u>	<u>-</u>	<u>24,510,607</u>
<b>Liabilities</b>						
Taxes Payable	12,075	-	12,075	-	-	-
Payables to Corporation	-	-	-	-	-	-
<b>Total liabilities</b>	<u>12,075</u>	<u>-</u>	<u>12,075</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Net assets available for benefits</b>	<u>\$ 26,407,870</u>	<u>\$ -</u>	<u>\$ 26,407,870</u>	<u>\$ 24,510,607</u>	<u>\$ -</u>	<u>\$ 24,510,607</u>

See independent auditor's report.  
The accompanying notes to the financial statements are an integral part of this statement.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

	November 30, 2022			November 30, 2021		
	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<b>Additions</b>						
Employer Contributions	\$ 1,761,610	\$ -	\$ 1,761,610	\$ 1,339,713	\$ -	\$ 1,339,713
Unrealized Appreciation (Depreciation) in Fair Value of Company Stock	1,686,282	-	1,686,282	1,982,370	-	1,982,370
Allocation of Company Stock (at Fair Market Value)	-	-	-	-	-	-
<b>Total Additions</b>	<u>3,447,892</u>	<u>-</u>	<u>3,447,892</u>	<u>3,322,083</u>	<u>-</u>	<u>3,322,083</u>
<b>Deductions</b>						
Benefits Paid	1,550,629	-	1,550,629	1,403,346	-	1,403,346
Interest Expense	-	-	-	-	-	-
Allocation of Company Stock (at Fair Market Value)	-	-	-	-	-	-
<b>Total Deductions</b>	<u>1,550,629</u>	<u>-</u>	<u>1,550,629</u>	<u>1,403,346</u>	<u>-</u>	<u>1,403,346</u>
<b>Net Increase (Decrease)</b>	<u>1,897,263</u>	<u>-</u>	<u>1,897,263</u>	<u>1,918,737</u>	<u>-</u>	<u>1,918,737</u>
<b>Net assets available for benefits</b>						
Beginning of Plan Year	24,510,607	-	24,510,607	22,591,870	-	22,591,870
End of Plan Year	<u>\$ 26,407,870</u>	<u>\$ -</u>	<u>\$ 26,407,870</u>	<u>\$ 24,510,607</u>	<u>\$ -</u>	<u>\$ 24,510,607</u>

See independent auditor's report.  
The accompanying notes to the financial statements are an integral part of this statement.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE A – DESCRIPTION OF PLAN**

The following description of the Kelley Manufacturing Co. Employee Stock Ownership Plan (hereinafter the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

- a. *General.* Kelley Manufacturing Co. established the Kelley Manufacturing Co. Employee Stock Ownership Plan effective as of its fiscal year ended October 31, 1991. The Plan operates, in relevant part, as a leveraged Employee Stock Ownership Plan (ESOP) and is designed to comply with Section 4975(e)(7) and the regulations there under of the Internal Revenue Code of 1986, as amended and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Plan is administered by an Employee Benefits Administration Committee comprising up to three persons appointed by appointed by Kelley Manufacturing Co.’s Board of Directors.

The ESOP is a non-contributory plan covering all qualified employees. The Plan consists solely of a stock bonus plan under Section 401(a) of the Internal Revenue Code of 1986.

The Plan purchased Kelley Manufacturing Co.’s common shares using loan proceeds and holds the stock in a Trust established under the Plan.

- b. *Contributions.* Employer contributions are determined annually by Kelley Manufacturing Co.’s Board of Directors. Company contributions may be made in cash or in shares of Kelley Manufacturing Co.
- c. *Plan Assets.* The Plan’s assets are invested by the Trustee primarily in Kelley Manufacturing Co.’s stock in accordance with the Trust agreement. Employer contributions may be used to acquire shares of Kelley Manufacturing Co.’s stock from any Company shareholder or from Kelley Manufacturing Co. The Trustees may also invest Trust assets in other prudent investments as the Trustees deem to be desirable for the Trust, or Trust assets may be held temporarily in cash.
- d. *Financings.* The Trustees may incur acquisition loans to finance the acquisition of Kelley Manufacturing Co.’s stock. On December 29, 1993, June 23, 1997, and November 30, 2012, the Trustees incurred such loans to finance the acquisition of Kelley Manufacturing Co. stock (see Note E).
- e. *Participant Accounts.* The Plan is a defined contribution plan under which a separate individual account is established for each participant. A Kelley Manufacturing Co. stock account and “other investments” account are maintained to reflect the interest of each plan participant. Shares of Kelley Manufacturing Co. stock or an allocable share of employer contributions that are not in the form of Kelley Manufacturing Co. stock are allocated to these accounts based on a formula related to annual compensation.
- f. *Participant Eligibility.* Each employee shall become a participant in the Plan on his/her initial date of service or, if later, the date on which he/she attains age 18 while an employee.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE A – DESCRIPTION OF PLAN (cont.)**

- g. *Vesting.* A participant's share becomes vested and non-forfeitable in accordance with the following schedules:

For participants active on November 1, 2007:

<u>Credited Service</u>	<u>Vested Percentage</u>
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years or more	100%

For participants terminated before November 1, 2007:

<u>Credited Service</u>	<u>Vested Percentage</u>
Less than three years	0%
Three years	20%
Four years	40%
Five years	60%
Six years	80%
Seven years or more	100%

A year of credited service is a plan year in which the employee is credited with at least 1,000 hours of service.

Participants will be 100% vested without regard to credited service if he/she (1) is employed by Kelley Manufacturing Co. on or after the later of his/her 65<sup>th</sup> birthday and fifth anniversary of the date he/she became a participant, (2) incurs a disability while employed by the Company, or (3) dies while employed by Kelley Manufacturing Co.

- h. *Distributions.* In the event of a participant's retirement, disability or death, distribution of his/her capital accumulation shall commence no later than the allocation date of the Plan year following the Plan year in which his/her retirement, disability or death occurs. If a participant's service terminates for any other reason, distribution of his/her capital accumulation shall commence no later than the allocation date of the sixth Plan year following the Plan year in which his/her service terminates (unless he/she is re-employed by Kelley Manufacturing Co.).

If a participant's capital accumulation includes financed shares, the Trustee may elect to defer the distribution of any portion of his/her capital accumulation attributable to financed shares until the allocation date of the Plan year in which the acquisition loan (incurred to finance such financed shares) has been fully repaid. Upon payment of ESOP debt, financed shares allocated to participants and later becoming eligible for distribution to participants, will be repurchased by the Company under a put option provided by Kelley Manufacturing Co. at the then fair market value under terms outlined in the ESOP.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE A – DESCRIPTION OF PLAN (cont.)**

- h. *Distributions (cont.)*. Prior to October 31, 2000, when an ESOP participant is entitled to receive a distribution from the ESOP, the portion of the distribution attributable to Kelley Manufacturing Co. stock purchased with the original \$3,389,836 of existing funds of the ESOP (non-financed shares) will be made in the form of non-financed shares and not in cash. In addition, Kelley Manufacturing Co. will repurchase all of such distributed non-financed shares pursuant to the participant's put option under the ESOP. The per share value price at which these non-financed shares will be repurchased will be the greater of (1) the then fair market value, or (2) the then fair market value, plus a differential amount relating to the original cost as provided in the ESOP stock purchase agreement. After October 31, 2000, any non-financed shares repurchased will be at the then fair market value.
- i. *Expenses*. All reasonable expenses of administering the Plan and the Trust may be paid out of Trust assets or may be paid by Kelley Manufacturing Co. For the years ended November 30, 2022 and 2021, Kelley Manufacturing Co. paid the majority of the Plan expense.
- j. *Forfeitures*. Any portion of the final balances in a participant's account which is not vested will become a forfeiture as of the allocation date of the Plan year in which he/she incurs a five-consecutive-year break in service or if earlier a distribution of his vested amount. Deemed distribution rules apply for participants who are 0% vested. All forfeitures will be reallocated to the accounts of the remaining participants.
- k. *Diversification*. Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Kelley Manufacturing Co. common stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account.
- l. *Voting Rights*. Shares of Kelley Manufacturing Co. stock in the Trust shall be voted for by the Trustees. However, in certain important corporate matters, such as the sale or merger of Kelley Manufacturing Co., participants may give instructions to the Trustees as to how the shares that have been allocated to their Kelley Manufacturing Co. stock account are to be voted. In addition, each participant is entitled to give confidential instructions to an independent third party (designated by the Trustee) as to the voting of shares then allocated to his/her Kelley Manufacturing Co. stock account if such shares were acquired by the Trust with the proceeds of a securities acquisition loan. When participants have the right to direct the voting of the shares allocated, and they do not give such voting directions, those shares will not be voted. Any shares not allocated to participants' accounts will be voted for by the Trustees.
- m. *Plan Termination*. Kelley Manufacturing Co. reserves the right to amend or terminate the Plan and the Trust agreement at any time, subject to Plan provisions. No amendment may retroactively reduce participants' vested rights. In the event of termination of the ESOP, all employees affected by the termination will become 100% vested (unless the ESOP is replaced by contributions to a comparable Plan). If the ESOP is terminated, Kelley Manufacturing Co. will decide whether the benefits will be distributed immediately or deferred until a later date.

**NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont.)**

Cash

The Plan considers deposits in non-interest-bearing accounts to be classified as cash.

Contributions Receivable

Contributions receivable are recorded upon the Employer's formal commitment to make a contribution. This formal commitment is evidenced by the deduction of the contribution on Kelley Manufacturing Co.'s federal income tax return.

Investment Valuation

The common shares of Kelley Manufacturing Co. are valued at fair value at November 30, 2022 and 2021. Fair value is determined by annual independent appraisals. See Note F for discussion of fair value measurements.

Income Recognition

Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the first-in, first-out method.

Payments of Benefits

Benefits are recorded when paid.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator 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.

Date of Management's Review of Subsequent Events

Plan management has evaluated subsequent events through April 4, 2024, the date the financial statements were approved and available to be issued.

**NOTE C – TAX STATUS**

The Internal Revenue Service has determined and informed Kelley Manufacturing Co. by a letter dated October 24, 2017, that the Plan is qualified, and the trust established under the Plan is tax-exempt, under the appropriate sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date.

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

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE D – ADMINISTRATION OF THE PLAN**

The Plan's assets, which consist principally of Kelley Manufacturing Co. common stock, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustees, who invest cash received, interest, and dividend income, and make distributions to participants. The Trustees also administer the payments of interest and principal on the loans, which are reimbursed through contributions as determined by Kelley Manufacturing Co. Certain administrative functions are performed by officers or employees of Kelley Manufacturing Co. No such officer or employee receives compensation from the Plan.

**NOTE E – ACQUISITION OF COMPANY STOCK**

*1993 Transaction*

On December 29, 1993 the ESOP purchased 153,482 shares of Kelley Manufacturing Co. common stock from the owner-shareholders. These shares represent 51.16% of Kelley Manufacturing Co.'s outstanding stock and were acquired for the total purchase price of \$11,000,054.

47,423 of the total shares acquired by the ESOP were purchased with funds previously contributed to the ESOP in the amount of \$70,548. These non-leveraged shares were allocated to eligible employees' accounts.

106,059 of the total shares acquired by the ESOP were purchased with monies borrowed from Kelley Manufacturing Co. consisting of (1) the Wachovia Bank Loan in the amount of \$5,800,000 and (2) additional loans from Kelley Manufacturing Co. funds in the amount of \$1,801,218. (See NOTE G.)

*1997 Transaction*

On July 23, 1997, the ESOP purchased an additional 30,424 shares of Kelley Manufacturing Co. common stock from an owner-shareholder. These shares represent 10.14% of the company's outstanding stock and were acquired for the total price of \$2,281,777. These newly acquired shares were purchased with monies borrowed from Kelley Manufacturing Co.'s existing funds. (See NOTE G.)

The borrowings were repaid by fully deductible company contributions to the ESOP. With each payment of principal by the ESOP, an appropriate percentage of stock (financed shares), were allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

*2012 Transaction*

On November 30, 2012, the ESOP purchased 39,000 shares of Treasury Stock from Kelley Manufacturing Co. at a price of \$102.86 per share for a total purchase amount of \$4,011,540. The purchase was entirely funded by a ten-year loan from Kelley Manufacturing Co. to the ESOP at a fixed annual interest rate of 2.4%. As a result of this transaction, there were 155,124 shares outstanding, and the company has provided for continuing allocations of stock for active participants for the foreseeable future.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE E – ACQUISITION OF COMPANY STOCK (cont.)**

The ESOP made the following payments on the note payable:

<u>Year Ending November 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 1,667,444	\$ -	\$ 1,667,444
2013	399,730	56,258	455,988
2014	409,325	46,663	455,988
2015	419,147	36,841	455,988
2016	429,207	26,781	455,988
2017	686,687	16,481	703,168
Total	<u>\$ 4,011,540</u>	<u>\$ 183,024</u>	<u>\$ 4,194,564</u>

The 2012 note payable was paid in full at November 30, 2017.

**NOTE F – INVESTMENTS**

The fair market value of the Kelley Manufacturing Co. common stock was established by an independent appraisal. The fair market value per share at November 30, 2022 and 2021 was \$164.27 and \$153.69, respectively. The \$10.58 per share increase resulted in an unrealized appreciation in fair value of \$1,686,282 for the year ended November 30, 2022.

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. Level 3 inputs were used only when Level 1 or Level 2 inputs were not available.

*Level 3 Fair Value Measurements*

The fair value of the Kelley Manufacturing Co. common stock is based on an annual independent appraisal. This appraisal was based on a combination of the market and income valuation approaches consistent with prior years. The appraiser took into account significant unobservable inputs including historical and projected cash flow and net earnings, weighted average cost of capital, market comparables, and applicable discounts and premiums.

The Employee Benefits Administration Committee, under the supervision of Kelley Manufacturing Co.'s Board of Directors, determines the fair value measurement policies and procedures in consultation with Kelley Manufacturing Co.'s chief financial officer. Those policies and procedures are reassessed at least annually to determine if the current

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE F – INVESTMENTS (cont.)**

valuation techniques are still appropriate. At that time, the unobservable inputs used in the fair value measurements are evaluated and adjusted, as necessary, based on current market conditions and other third-party information.

The following tables present fair value measurement information for the Plan's investments in Kelley Manufacturing Co. common stock. The carrying values of receivables and other payables included in the accompanying statement of net assets available for benefits approximated fair value at November 30, 2022 and 2021, and are thus not included in the following table.

	<i><b>Fair Value Measurements at the End of the Reporting Period Using</b></i>	
	<u>Fair Value</u>	<u>Significant Unobservable Inputs (Level 3)</u>
<b><u>November 30, 2022</u></b>		
Company Common Stock	\$ 26,400,000	\$ 26,400,000
<b><u>November 30, 2021</u></b>		
Company Common Stock	\$ 24,500,000	\$ 24,500,000

The following table provides further details of the Plan's Level 3 fair value measurement.

<b><u>Year Ended November 30, 2022</u></b>	<b><u>Company Common Stock</u></b>
<b>Beginning balance</b>	\$ 24,500,000
Total gains or losses included in the changes in net assets available for benefits	1,686,282
<b>Purchases and sales:</b>	
Purchases	213,718
Sales	-
<b><u>Ending balance</u></b>	<b><u>\$ 26,400,000</u></b>
Total gains or losses for the year included in changes in net assets available for benefits attributable to the change in unrealized gains or losses related to investments held at the end of the reporting period.	<b><u>\$ 1,686,282</u></b>

The Plan's policy is to recognize transfers into or out of Level 3 as of the date of the event or changes in circumstances that caused the transfer. For the year ended November 30, 2022, there were no significant transfers into or out of Level 3.

Investments representing 5% or more of the net assets available for benefits consist of Kelley Manufacturing Co.'s stock held by the ESOP as of November 30, 2022 and 2021 as follows:

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE F – INVESTMENTS (cont.)**

	<b>November 30, 2022</b>		
	<i>Shares</i>	<i>Carrying Value</i>	<i>Fair Market Value</i>
Allocated Shares	160,709	\$ 26,407,870	\$ 26,400,000
	<b>November 30, 2021</b>		
	<i>Shares</i>	<i>Carrying Value</i>	<i>Fair Market Value</i>
Allocated Shares	159,408	\$ 24,510,607	\$ 24,500,000

The Plan also maintains a checking account at a local bank which is allocated to the participants' accounts. The balance in this account at November 30, 2022 and 2021 was \$12,397 and \$3,186, respectively.

**NOTE G – NOTES PAYABLE**

*1993 Transaction*

On December 29, 1993, the Plan entered into two loan agreements with Kelley Manufacturing Co. The proceeds of the loans were used to purchase company common stock. Repayment terms are as follows:

Note I (\$5,800,000)

This note was paid in full on December 29, 1998. Repayment consisted of annual principal payments of \$828,571, plus accrued interest, with the first payment being due on December 31, 1994. This note bears interest at seventy-five percent (75%) of the Euro-Dollar rate for Euro-Dollar borrowings having an interest period of one (1) month. The Euro-Dollar rate, as made applicable to the note, shall mean that interest rate per annum equal to the sum of (a) the adjusted LIBOR rate for such interest period, plus (b) one and twenty-five hundredths of one percent (1.25%) per annum.

Note II (\$1,801,218)

This note was paid in full on October 31, 2005. Repayment consisted of annual principal payments of \$1,000,000, plus accrued interest, with the first payment being due on December 31, 2001. The ESOP paid only interest on Note II until the first principal payment was due. Note II has the same interest rate provisions as Note I. The note was refinanced with principal payments of \$300,000 at October 31, 2004 with the balance of \$830,476 due at October 31, 2005.

*1997 Transaction*

On July 23, 1997, the Plan entered into a second loan agreement with Kelley Manufacturing Co. The proceeds of the loan were used to purchase company common stock. Repayment terms are as follows:

Note III (\$2,281,777)

This note was paid in full on October 31, 1999. Repayment consisted of ten annual payments of \$324,874, including interest at 7.00%, with the first payment being due on July 15, 1998.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE G – NOTES PAYABLE (cont.)**

The ESOP pledged financed shares to the Company as security for the repayment of the loans from the Company.

To enable the ESOP to meet its obligations on the three notes, payments of principal and interest were paid from the company's cash contributions to the ESOP, any earnings on such contributions, and any cash dividends on the shares purchased by the ESOP.

*2012 Transaction*

On November 30, 2012, the Plan entered into a loan agreement with Kelley Manufacturing Co. The proceeds on the loan were used to purchase 39,000 shares of company treasury stock in the amount of \$4,011,540. Repayment terms are as follows:

Repayment according to the original terms of the note payable consists of ten annual payments of \$455,988.31, including interest at 2.40%, with the first payment being due on November 30, 2013. A principal only payment was made on November 30, 2012.

Payment terms of the note payable are as follows:

Year Ending <u>November 30,</u>	<u>Principal</u>	<u>Interest</u>	<u>Total</u>
2012	\$ 1,667,444	\$ -	\$ 1,667,444
2013	399,730	56,258	455,988
2014	409,325	46,663	455,988
2015	419,147	36,841	455,988
2016	429,207	26,781	455,988
2017	686,687	16,481	703,168
Total	<u>\$ 4,011,540</u>	<u>\$ 183,024</u>	<u>\$ 4,194,564</u>

The ESOP pledged the financed shares of Kelley Manufacturing Co. as security for the repayment of the loans from the company.

To enable the ESOP to meet its obligations on the note, payments of principal and interest were paid from Kelley Manufacturing Co.'s cash contributions to the ESOP, any earnings on such contributions, and any cash dividends on the shares purchased by the ESOP.

*Other*

On October 31, 2001, the Plan borrowed \$50,000 from Kelley Manufacturing Co. for payment of expenses. The note was a one-year demand with annual renewal, 4.75% interest, and was paid in full on October 31, 2005.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE H – EMPLOYER CONTRIBUTIONS**

For the Plan years ended November 30, 2022 and 2021, the Plan was funded on or before the due date including extensions of the corporate tax return. Employer contributions made by Kelley Manufacturing Co. to the ESOP for the years ended November 30, 2022 and 2021 were \$1,547,892 in cash and 1,301 shares of stock and \$1,122,082 in cash and 1,416 shares of stock, respectively.

**NOTE I – WITHDRAWALS**

Certain participants elected to withdraw from the Plan (e.g., by termination of employment) and were either paid or to be paid subsequent to the Plan's year-end. The vested benefits of these participants amounted to \$4,355,617 and \$5,602,257 as of November 30, 2022 and 2021, respectively. For financial reporting purposes, these amounts are not included as benefits paid to participants in the Statement of Changes in Net Assets Available for Benefits until actually paid.

**NOTE J – FORFEITURES**

Forfeitures for the years ended November 30, 2022 and 2021 amounted to \$25,165 in cash and 1,038 shares of stock and \$15,070 and 144 shares of stock, respectively. These forfeitures are reallocated to the remaining participants' accounts.

**NOTE K – RELATED PARTY TRANSACTIONS AND PARTY-IN-INTEREST TRANSACTIONS**

The Plan invests in Company common stock and could have potential indebtedness guaranteed by Kelley Manufacturing Co. These are related party and party-in-interest transactions. As described in Note A, Kelley Manufacturing Co. pays the expenses of the Plan. The Plan has a number of service providers. Such parties are parties-in-interest under ERISA.

For the years ended November 30, 2022 and 2021, Kelley Manufacturing Co.'s contributions to the Plan were \$1,547,892 in cash and 1,301 shares of stock and \$1,122,082 in cash and 1,416 shares of stock, respectively. (See Note H.)

**NOTE L – CREDIT RISK AND CONCENTRATIONS**

Financial instruments that potentially subject the Plan to concentrations of credit risk consist principally of cash deposits and investments in Kelley Manufacturing Co.'s common stock.

Although monitored daily, the Plan has concentrated its credit risk for cash at times by maintaining its deposits in one banking institution in excess of federally insured limits of \$250,000. At November 30, 2022 and 2021, uninsured balances amounted to \$0 and \$0, respectively.

**NOTE M – RISK AND UNCERTAINTIES**

The Plan's investments consist primarily of the Company's common stock, which is exposed to various risks, including interest rate, market, and credit risks, as well as valuation assumptions based on earnings and cash flows. Due to the level of risk associated with the investment in the common stock and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**NOTES TO FINANCIAL STATEMENTS  
November 30, 2022**

**NOTE M – RISK AND UNCERTAINTIES (cont.)**

The Plan has invested substantially all of its funds in specific shares of Kelley Manufacturing Co.'s common stock. Kelley Manufacturing Co. manufactures and sells farm equipment for use in various phases of agricultural production. Kelley Manufacturing Co. primarily sells its products to dealers and distributors located throughout the United States of America and in various international markets.

**NOTE N – PLAN AMENDMENTS**

On April 8, 2009, Kelley Manufacturing Co. which maintains the Kelley Manufacturing Co. Employee Stock Ownership Plan, which was last amended and restated by an indenture dated effective as of November 1, 2006, amended the Plan.

The amendments for the Plan include:

- a. Kelley Manufacturing Co. amended the Plan to pass through voting rights to participants or beneficiaries for all allocated shares of the company stock on all issues for which shareholders are entitled to vote during the plan year ended on October 31, 2009.
- b. Kelley Manufacturing Co. amended the Plan to provide appointment of an independent fiduciary with respect to collecting confidential voting instructions from a participant or beneficiary as to the voting of shares of company stock allocated to his/her company stock account.
- c. Kelley Manufacturing Co. amended the Plan to change the fiscal year of the Plan to the twelve-month period ended on November 30 of each year.
- d. Kelley Manufacturing Co. amended the Plan to update the Plan for final Treasury Regulations under Section 415 of the Internal Revenue Code of 1986, as amended, to update the Plan for certain law changes required by the Pension Protection Act of 2006, and to update the Plan for the Heroes Earnings Assistance and Relief Tax Act of 2008.

On April 8, 2009, Kelley Manufacturing Co. which maintains the Kelley Manufacturing Co. Employee Stock Ownership Trust, which was last amended and restated by an indenture dated effective as of November 1, 2006 amended the Trust.

The amendment for the Trust includes:

- a. Kelley Manufacturing Co. and the Trustee amended the Trust Agreement to comply with the latest amendment to the Plan.

The Plan obtained its latest determination letter on October 24, 2017, in which the Internal Revenue Service stated that the plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**SCHEDULE H  
(Form 5500)  
November 30, 2022**

<p style="text-align: center;"><b>SCHEDULE H (Form 5500)</b></p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: small;">Pension Benefit Guaranty Corporation</p>	<p><b>Financial Information</b></p> <p style="font-size: small;">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).</p> <p>▶ <b>File as an attachment to Form 5500.</b></p>	<p style="font-size: x-small;">OMB No. 1210-0110</p> <hr/> <p style="font-size: large;"><b>2021</b></p> <hr/> <p style="font-size: small;"><b>This Form is Open to Public Inspection</b></p>
<p>For calendar plan year 2021 or fiscal plan year beginning <b>12/01/2021</b> and ending <b>11/30/2022</b></p>		
<p><b>A</b> Name of plan</p> <p><b>KELLEY MANUFACTURING CO. EMPLOYEE STOCK OWNERSHIP PLAN</b></p>	<p><b>B</b> Three-digit plan number (PN) ▶</p> <p style="text-align: right;">001</p>	
<p><b>C</b> Plan sponsor's name as shown on line 2a of Form 5500</p> <p><b>KELLEY MANUFACTURING CO.</b></p>	<p><b>D</b> Employer Identification Number (EIN)</p> <p style="text-align: right;"><b>58-1503716</b></p>	

**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
<b>a</b> Total noninterest-bearing cash.....	<b>1a</b>	
<b>b</b> Receivables (less allowance for doubtful accounts):		
(1) Employer contributions.....	<b>1b(1)</b>	
(2) Participant contributions.....	<b>1b(2)</b>	
(3) Other.....	<b>1b(3)</b>	7,421
		7,548
<b>c</b> General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	<b>1c(1)</b>	3,186
(2) U.S. Government securities.....	<b>1c(2)</b>	
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred.....	<b>1c(3)(A)</b>	
(B) All other.....	<b>1c(3)(B)</b>	
(4) Corporate stocks (other than employer securities):		
(A) Preferred.....	<b>1c(4)(A)</b>	
(B) Common.....	<b>1c(4)(B)</b>	
(5) Partnership/joint venture interests.....	<b>1c(5)</b>	
(6) Real estate (other than employer real property).....	<b>1c(6)</b>	
(7) Loans (other than to participants).....	<b>1c(7)</b>	
(8) Participant loans.....	<b>1c(8)</b>	
(9) Value of interest in common/collective trusts.....	<b>1c(9)</b>	
(10) Value of interest in pooled separate accounts.....	<b>1c(10)</b>	
(11) Value of interest in master trust investment accounts.....	<b>1c(11)</b>	
(12) Value of interest in 103-12 investment entities.....	<b>1c(12)</b>	
(13) Value of interest in registered investment companies (e.g., mutual funds).....	<b>1c(13)</b>	
(14) Value of funds held in insurance company general account (unallocated contracts).....	<b>1c(14)</b>	
(15) Other.....	<b>1c(15)</b>	

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**SCHEDULE H  
(Form 5500)  
November 30, 2022**

Schedule H (Form 5500) 2021

Page 2

		(a) Beginning of Year	(b) End of Year
<b>1d</b> Employer-related investments:			
(1) Employer securities.....	1d(1)	24,500,000	26,400,000
(2) Employer real property.....	1d(2)		
<b>e</b> Buildings and other property used in plan operation.....	1e		
<b>f</b> Total assets (add all amounts in lines 1a through 1e).....	1f	24,510,607	26,419,945
<b>Liabilities</b>			
<b>g</b> Benefit claims payable.....	1g		
<b>h</b> Operating payables.....	1h	0	0
<b>i</b> Acquisition indebtedness.....	1i		
<b>j</b> Other liabilities.....	1j	0	12,075
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	12,075
<b>Net Assets</b>			
<b>l</b> Net assets (subtract line 1k from line 1f).....	1l	24,510,607	26,407,870

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

		(a) Amount	(b) Total
<b>Income</b>			
<b>a</b> Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	1,761,610	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		1,761,610
<b>b</b> Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		0
(2) Dividends: (A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		0
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	1,686,282	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		1,686,282

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**SCHEDULE H  
(Form 5500)  
November 30, 2022**

Schedule H (Form 5500) 2021

Page 3

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
<b>c</b> Other income.....	<b>2c</b>		0
<b>d</b> Total income. Add all income amounts in column (b) and enter total.....	<b>2d</b>		3,447,892

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1,550,629	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		1,550,629
<b>f</b> Corrective distributions (see instructions).....	2f		
<b>g</b> Certain deemed distributions of participant loans (see instructions).....	2g		
<b>h</b> Interest expense.....	2h		
<b>i</b> Administrative expenses: (1) Professional fees.....			
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other.....	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
<b>j</b> Total expenses. Add all expense amounts in column (b) and enter total.....	<b>2j</b>		1,550,629

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line 2j from line 2d.....	2k		1,897,263
<b>l</b> Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1)  Unmodified (2)  Qualified (3)  Disclaimer (4)  Adverse

**b** Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1)  DOL Regulation 2520.103-8 (2)  DOL Regulation 2520.103-12(d) (3)  neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: Hudson & NeSmith, CPAs

(2) EIN: 58-2048162

**d** The opinion of an independent qualified public accountant is not attached because:

(1)  This form is filed for a CCT, PSA, 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.

During the plan year:

**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.).....

	Yes	No	Amount
<b>4a</b>		X	

**KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**SCHEDULE H  
(Form 5500)  
November 30, 2022**

Schedule H (Form 5500) 2021

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		Yes	No	Amount
<b>b</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.)	<b>4b</b>		X	
<b>c</b> 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.)	<b>4c</b>		X	
<b>d</b> 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.)	<b>4d</b>		X	
<b>e</b> Was this plan covered by a fidelity bond?	<b>4e</b>	X		1,000,000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<b>4f</b>		X	
<b>g</b> 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?	<b>4g</b>		X	
<b>h</b> 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?	<b>4h</b>		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	<b>4i</b>	X		
<b>j</b> 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.)	<b>4j</b>		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	<b>4k</b>		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan?	<b>4l</b>		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	<b>4m</b>		X	
<b>n</b> 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.	<b>4n</b>			

**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 \_\_\_\_\_

KELLEY MANUFACTURING CO.  
EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE H  
(Form 5500)  
November 30, 2022

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

Name of Plan:

▶ Kelley Manufacturing Co. Employee Stock Ownership Plan

Employer Identification Number: ▶ 58-1503716

For plan year (beginning/ending): ▶ 12/01/2021 - 11/30/2022

Plan number: ▶

001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Kelley Manufacturing Co.	160,709 shares of common stock	13,573,764	26,400,000
	Synovus Bank	Commercial checking account	12,397	12,397

\* Denotes a party-in-interest to the Plan.

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 12/01/2021 and ending 11/30/2022

- A This return/report is for: a multiemployer plan, a multiple-employer plan, 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)
B This return/report is:
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: KELLEY MANUFACTURING CO. EMPLOYEE STOCK OWNERSHIP PLAN
1b Three-digit plan number (PN): 001
1c Effective date of plan: 11/01/1990
2a Plan sponsor's name (employer, if for a single-employer plan): KELLEY MANUFACTURING CO.
2b Employer Identification Number (EIN): 58-1503716
2c Plan Sponsor's telephone number: 229-382-9393
2d Business code (see instructions): 333100

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.

Table with 4 columns: SIGN HERE, Signature, Date, and Name. Rows include Signature of plan administrator, Signature of employer/plan sponsor, and Signature of DFE.

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2024) v. 240311

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2021</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2021 or fiscal plan year beginning 12/01/2021 and ending 11/30/2022

<b>A</b> Name of plan KELLEY MANUFACTURING CO. EMPLOYEE STOCK OWNERSHIP PLAN	<b>B</b> Three-digit plan number (PN) ▶	001
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500  KELLEY MANUFACTURING CO.	<b>D</b> Employer Identification Number (EIN)  58-1503716	

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

**All references to distributions relate only to payments of benefits during the plan year.**

**1** Total value of distributions paid in property other than in cash or the forms of property specified in the instructions..... 

1		0
---	--	---

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  
EIN(s): 58-2079118

**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	
---	--

<b>Part II</b>	<b>Funding Information</b> (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.**

<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	<b>6a</b>	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	<b>6b</b>	
<b>c</b> 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).....	<b>6c</b>	

**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

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

**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

<b>Part IV</b>	<b>ESOPs</b> (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....  Yes  No

**11 a** Does the ESOP hold any preferred stock? .....  Yes  No

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) .....  Yes  No

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? .....  Yes  No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (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:

<b>a</b> The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	<b>14b</b>	
<b>c</b> The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	<b>14c</b>	

**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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year.....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year.....	<b>15b</b>	

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

<b>a</b> Enter the number of employers who withdrew during the preceding plan year.....	<b>16a</b>	
<b>b</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.....	<b>16b</b>	

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ....

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment.....

**19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
 0-3 years  3-6 years  6-9 years  9-12 years  12-15 years  15-18 years  18-21 years  21 years or more

**c** What duration measure was used to calculate line 19(b)?  
 Effective duration  Macaulay duration  Modified duration  Other (specify): \_\_\_\_\_

**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 \_\_\_\_\_

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

Name of Plan:

▶ Kelley Manufacturing Co. Employee Stock Ownership Plan

Employer Identification Number: ▶ 58-1503716

For plan year (beginning/ending): ▶ 12/01/2021 - 11/30/2022

Plan number: ▶

001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
*	Kelley Manufacturing Co.	160,709 shares of common stock	13,573,764	26,400,000
	First Community Bank	Money Market	12,397	12,397