

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 04/30/2023 and ending 04/27/2024	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☒ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan BROOKSHIRE BROTHERS KSOP
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 04/25/1998
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) BROOKSHIRE BROTHERS, INC. 1201 ELLEN TROUT DRIVE LUFKIN, TX 75904-1233
2b	Employer Identification Number (EIN) 75-2692839
2c	Plan Sponsor's telephone number 936-634-8155
2d	Business code (see instructions) 445110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	02/12/2025	JESSICA BROWN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	02/12/2025	JESSICA BROWN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 5372
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 3002 6a(2) 3033 6b 57 6c 1994 6d 5084 6e 89 6f 5173 6g(1) 4905 6g(2) 5057 6h 166
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2I 2J 2K 2P 2Q 2R 2T 3H 3I b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary (4) ☐ DCG (Individual Plan Information) – Number Attached <u>0</u> (5) ☐ MEP (Multiple-Employer Retirement Plan Information)	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ A (Insurance Information) – Number Attached <u>1</u> (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 04/30/2023 and ending 04/27/2024	
A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839

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

(a) Name of insurance carrier
PRINCIPAL LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
42-0127290	61271	521021	5173	04/30/2023	04/27/2024

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	35073982

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

Specify nature of costs ▶

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

(2) Dividends and credits

7c(2)

(3) Interest credited during the year

7c(3)

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

7c(4)

(5) Other (specify below)

7c(5)

▶

(6) Total additions.....

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

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

7e(1)

(2) Administration charge made by carrier

7e(2)

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

7e(3)

(4) Other (specify below)

7e(4)

▶

(5) Total deductions.....

7e(5)**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)**7f****0**

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 04/30/2023 and ending 04/27/2024

A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) 002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

YesNo
- b

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

(b)

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b)

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

(b)

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50 64	CONTRACT ADMINISTRATOR	241338	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

SANCTUARY ADVISORS, LLC

47-3162022

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50	INVESTMENT ADVISORY	71242	Yes ☒ No ☐	Yes ☐ No ☒	26	Yes ☐ No ☒

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

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

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	RSM US LLP	b EIN:	42-0714325
c Position:	ACCOUNTANT		
d Address:	13355 NOEL ROAD 8TH FLOOR/LB 4 DALLAS, TX 75240	e Telephone:	972-764-7065

Explanation: WE WENT OUT TO BID AND MOVED FIRMS TO FORVIS LLP

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
	For calendar plan year 2023 or fiscal plan year beginning 04/30/2023 and ending 04/27/2024	
	A Name of plan BROOKSHIRE BROTHERS KSOP	

B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	
D Employer Identification Number (EIN) 75-2692839	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN DIVERSIFIED INTL SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-015	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 437681
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LGCP S&P 500 INDEX SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-016	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2270893
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN SMCAP S&P 600 INDEX SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-028	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 644021
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN MIDCAP S&P 400 IDX SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-023	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 511131
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LARGE CAP GROWTH I SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-066	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1363356
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETM 2010 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-075	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2020 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-076	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2213415

a Name of MTIA, CCT, PSA, or 103-12 IE: PRINL LIFETIME 2030 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-077	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6900610
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2040 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-078	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3405581
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2050 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-079	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1990288
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME STRAT INC SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-080	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 153977
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN REAL ESTATE SECS SA-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-095	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 218020
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2015 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-110	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1261988
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2025 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-111	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5076772
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2035 SEP ACT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-112	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4488194
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2045 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-113	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2051724
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2055 SEP ACCT-Z		
b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY		
c EIN-PN 42-0127290-114	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1219150

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN EQUITY INCOME SA-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-120	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 523478
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2060 SEP ACCT-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-130	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 277795
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE Z FUND

b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO

c EIN-PN 93-6274328-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2342299
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME 2065 SEP ACCT-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-173	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 65042
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETM 2070 SEP ACCT-Z

b Name of sponsor of entity listed in (a): PRINCIPAL LIFE INSURANCE COMPANY

c EIN-PN 42-0127290-179	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 866
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 04/30/2023 and ending 04/27/2024		
A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	5138513	5232915
(2) Participant contributions	1b(2)	93154	
(3) Other	1b(3)	7	76352
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1796	1891
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	3030764	2342299
(10) Value of interest in pooled separate accounts	1c(10)	31879337	35073982
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	3666210	3913608
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	122937390	101226060
(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	166747171	147867107
Liabilities			
g Benefit claims payable	1g	88517	
h Operating payables	1h	902	902
i Acquisition indebtedness	1i		
j Other liabilities	1j	901	997
k Total liabilities (add all amounts in lines 1g through 1j)	1k	90320	1899
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	166656851	147865208

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)	2644635	
(C) Others (including rollovers)	2a(1)(C)	100575	
(2) Noncash contributions	2a(2)	5232915	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7978125
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	96	
(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)		96
(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)	65321	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		65321
(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)	-16701101	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-16701101

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		72613
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		4190562
(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)		335675
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-4058709

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14135731	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)	7898	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		14143629
f Corrective distributions (see instructions)	2f		276629
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	241338	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	71242	
(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)	96	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		312676
j Total expenses. Add all expense amounts in column (b) and enter total	2j		14732934

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-18791643
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **FORVIS LLP**

(2) EIN: **44-0160260**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	☒	☐	156
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☐	☒	
e Was this plan covered by a fidelity bond?	☒	☐	3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 04/30/2023 and ending 04/27/2024		
A Name of plan BROOKSHIRE BROTHERS KSOP	B Three-digit plan number (PN) 002	
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839	

Part I	Distributions
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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	9818875
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): 42-0127290 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.	
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c
If you completed line 6c, skip lines 8 and 9.	
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes ☐ No ☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes ☐ No ☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase ☐ Decrease ☐ Both ☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☒ No
11 a Does the ESOP hold any preferred stock?	☐ Yes ☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☒ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

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

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



Brookshire Brothers KSOP

EIN 75-2692839 PN 002

**Independent Auditor's Report, Financial Statements,
and Supplemental Schedules**

April 27, 2024 and April 29, 2023



Brookshire Brothers KSOP
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April 27, 2024 and April 29, 2023

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Independent Auditor's Report

Administrative Committee
Brookshire Brothers KSOP
Lufkin, Texas

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit for the 2024 Financial Statements

We have performed an audit of the financial statements of Brookshire Brothers KSOP, an employee benefit plan subject to the *Employee Retirement Income Security Act of 1974* (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of April 27, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements (2024 Financial Statements).

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

Management has obtained certifications from qualified institutions as of April 27, 2024, and for the year then ended, stating that the certified investment information, as described in Note 4 to the financial statements, is complete and accurate.

Opinion on the 2024 Financial Statements

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2024 Financial Statements section:

- The amounts and disclosures in the accompanying 2024 financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying 2024 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion on the 2024 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2024 Financial Statements section of our report. We are required to be independent of Brookshire Brothers KSOP and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the 2024 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditor's Responsibilities for the Audit of the 2024 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of the 2024 Financial Statements section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Our audit did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

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

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

Other Matters

2024 Supplemental Schedules Required by ERISA

The supplemental schedules listed in the table of contents is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including its 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Auditor's Report on the 2023 Financial Statements

Predecessor auditors performed an audit of the 2023 financial statements of Brookshire Brothers KSOP. In accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, the prior year audit did not extend to any statements or information related to assets held for investment of the plan that were certified by a qualified institution. Their report dated February 12, 2024 indicated that (a) the amounts and disclosures in the 2023 financial statements, other than those agreed to or derived from the certified investment information, were presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America, and (b) the information in the 2023 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C). Their report also indicated that the form and content of the 2023 supplemental schedules, other than the information in the 2023 supplemental schedules that agreed to or is derived from the certified investment information, were presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA; and the information in the 2023 supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determines meets the requirements of ERISA Section 103(a)(3)(C).

Forvis Mazars, LLP

**Dallas, Texas
February 10, 2025**

Federal Employer Identification Number: 44-0160260

Brookshire Brothers KSOP
Statements of Net Assets Available for Benefits
April 27, 2024

	Participant Directed 401(k)	Nonparticipant Directed Allocated	Total
ASSETS			
Investments, at Fair Value			
Employer common stock	\$ -	\$ 101,226,060	\$ 101,226,060
Pooled separate accounts	35,074,093	-	35,074,093
Mutual funds	3,913,581	-	3,913,581
Common collective trust	2,342,299	-	2,342,299
Interest-bearing cash	-	1,891	1,891
Total Investments	41,329,973	101,227,951	142,557,924
Receivables			
Participant contributions	-	-	-
Employer contributions	-	5,232,915	5,232,915
Total Receivables	-	5,232,915	5,232,915
Total Assets	41,329,973	106,460,866	147,790,839
LIABILITIES			
Excess contributions refundable	228,830	-	228,830
Total Liabilities	228,830	-	228,830
Net Assets Available for Plan Benefits	\$ 41,101,143	\$ 106,460,866	\$ 147,562,009

Brookshire Brothers KSOP
Statements of Net Assets Available for Benefits
April 29, 2023

	Participant Directed 401(k)	Nonparticipant Directed Allocated	Total
ASSETS			
Investments, at Fair Value			
Employer common stock	\$ -	\$ 122,937,390	\$ 122,937,390
Pooled separate accounts	31,879,336	-	31,879,336
Mutual funds	3,666,210	-	3,666,210
Common collective trust	3,030,764	-	3,030,764
Interest-bearing cash	-	1,796	1,796
Total Investments	38,576,310	122,939,186	161,515,496
Receivables			
Participant contributions	131,319	-	131,319
Employer contributions	-	5,138,512	5,138,512
Total Receivables	131,319	5,138,512	5,269,831
Total Assets	38,707,629	128,077,698	166,785,327
LIABILITIES			
Excess contributions refundable	272,179	-	272,179
Benefit claims payable	-	88,517	88,517
Total Liabilities	272,179	88,517	360,696
Net Assets Available for Plan Benefits	\$ 38,435,450	\$ 127,989,181	\$ 166,424,631

Brookshire Brothers KSOP
Statements of Changes in Net Assets Available for Benefits
April 27, 2024

	Participant Directed 401(k)	Nonparticipant Directed Allocated	Total
Investment Income (Loss)			
Net appreciation (depreciation) in fair value of investments	\$ 4,598,803	\$ (16,688,440)	\$ (12,089,637)
Interest Income	66,299	-	66,299
	<u>4,665,102</u>	<u>(16,688,440)</u>	<u>(12,023,338)</u>
Contributions			
Participant	2,547,907	-	2,547,907
Employer	-	5,232,915	5,232,915
Rollover	100,575	-	100,575
	<u>2,648,482</u>	<u>5,232,915</u>	<u>7,881,397</u>
Total Net Additions	<u>7,313,584</u>	<u>(11,455,525)</u>	<u>(4,141,941)</u>
Deductions			
Benefits paid to participants	4,335,180	10,072,790	14,407,970
Administrative expenses	312,711	-	312,711
	<u>4,647,891</u>	<u>10,072,790</u>	<u>14,720,681</u>
Total Deductions	<u>4,647,891</u>	<u>10,072,790</u>	<u>14,720,681</u>
Net Increase (Decrease)	2,665,693	(21,528,315)	(18,862,622)
Net Assets Available for Benefits, Beginning of Year	<u>38,435,450</u>	<u>127,989,181</u>	<u>166,424,631</u>
Net Assets Available for Benefits, End of Year	<u>\$ 41,101,143</u>	<u>\$ 106,460,866</u>	<u>\$ 147,562,009</u>

Brookshire Brothers KSOP
Statements of Changes in Net Assets Available for Benefits
April 29, 2023

	Participant Directed 401(k)	Nonparticipant Directed Allocated	Total
Investment Income			
Net appreciation			
in fair value of investments	\$ 680,322	\$ 5,984,616	\$ 6,664,938
Diversifications	116	(116)	-
	<u>680,438</u>	<u>5,984,500</u>	<u>6,664,938</u>
Contributions			
Participant	2,446,249	-	2,446,249
Employer	-	5,138,512	5,138,512
Rollover	32,945	-	32,945
	<u>2,479,194</u>	<u>5,138,512</u>	<u>7,617,706</u>
Total Additions	<u>3,159,632</u>	<u>11,123,012</u>	<u>14,282,644</u>
Deductions			
Benefits paid to participants	3,066,753	9,474,279	12,541,032
Administrative expenses	322,777	-	322,777
	<u>3,389,530</u>	<u>9,474,279</u>	<u>12,863,809</u>
Total Deductions	<u>3,389,530</u>	<u>9,474,279</u>	<u>12,863,809</u>
Net Increase (Decrease)	(229,898)	1,648,733	1,418,835
Net Assets Available for Benefits, Beginning of Year	<u>38,665,348</u>	<u>126,340,448</u>	<u>165,005,796</u>
Net Assets Available for Benefits, End of Year	<u>\$ 38,435,450</u>	<u>\$ 127,989,181</u>	<u>\$ 166,424,631</u>

Note 1. Description of the Plan

General

The following description of Brookshire Brothers KSOP (Plan) provides only general information. Participants should refer to the Plan Document and Summary Plan Description for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

Brookshire Brothers Holding, Inc. and Subsidiaries has investments in wholly owned subsidiaries and special purpose subsidiaries which include, Brookshire Brothers, Inc., Brookshire Brothers Beverage Corporation, BBRE Management, LLC, BBL Real Estate Holding, Ltd. (collectively, Company). The Company established the Plan effective as of April 26, 1998 (as amended and restated April 26, 2009). The Plan operates as an employee stock ownership plan (ESOP) and is designed to comply with the Internal Revenue Code (Code). It is also subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Effective April 26, 2009, the salary deferral accounts of the Brookshire Brothers 401(k) Plan were merged into the ESOP. Following the merger, the ESOP was amended and restated, effective April 26, 2009, to be known as the Brookshire Brothers KSOP (KSOP). The KSOP was formed to administer the employer issued stock held by the ESOP and the participant-directed 401(k) investment accounts previously administered through the Brookshire Brothers 401(k) Plan. Effective March 15, 2018, the KSOP was amended to remove the Company's ability to sell financed shares from the suspense account.

Plan assets consist of common stock of the Company (Employer Stock) and participant-directed 401(k) investment accounts. Plan accounts for participants with Employer Stock are called ESOP Accounts. During the year ended April 29, 2000, to establish the KSOP, there were 600,182 shares of Employer Stock transferred to the Plan from the Company's profit-sharing plan (Profit-Sharing Stock). Plan accounts for participants with Profit-Sharing Stock are called Profit-Sharing Accounts. These Profit-Sharing Accounts were merged into the Plan as a result of the 1999 amendment in which Brookshire Brothers Holding, Inc. merged with BBHI Merger Corp.

The Company is primarily a retail grocery chain with locations in East Texas and Western Louisiana. A significant downturn in those regions could have a material adverse effect on the Company and its stock value.

The Plan's debt with the Company matured in April 2019 and the Plan became a non-leveraged KSOP. Instead of renewing the debt or executing a new debt agreement, Plan management has elected to continue funding employer contributions through the Company's treasury stock.

Eligibility

Employees of the Company are eligible for participation for the participant-directed 401(k) deferrals after completing 1,000 hours of service within 12 months of employment and attaining the age of 18 years. If not credited with 1,000 hours of service during this 12-month period, a year of eligibility service will be completed at the end of any Plan year (beginning after date of hire during which the employee is credited with at least 1,000 hours of service).

Only eligible participants who have completed a year of service during the Plan year and are actively employed on the last day of the Plan year shall be eligible to share in the discretionary ESOP contributions for the Plan year.

Notwithstanding the foregoing, eligible participants who completed a year of service during the Plan year but are not actively employed on the last day of the Plan year due to retirement (normal or late), total and permanent disability or death in the current Plan year and completed 1,000 hours during the Plan year shall share in the allocation of discretionary ESOP contributions for that Plan year.

Contributions

The Employer Stock accounts are nonparticipant-directed and cover eligible employees of the Company. There are certain limitations on annual additions to a participant's account.

Dividends on Profit Sharing Stock, if any, will be allocated to participants with a profit-sharing account. There were no dividends allocated for the years ended April 27, 2024 and April 29, 2023.

The Plan participants of the participant-directed 401(k) investment accounts are allowed to voluntarily contribute from one to fifteen percent (1% to 15%) of their salaries to the participant-directed provision of the Plan. Participants may also contribute rollover amounts representing distributions from other qualified plans.

Each Plan year, the Company may make employer contributions through a discretionary ESOP contribution or discretionary ESOP matching contributions into each eligible participant's nonparticipant-directed account in the form of Employer Stock or cash. The discretionary ESOP contribution is allocated to the eligible participants based on their eligible compensation, as defined. Compensation excludes fringe benefits, welfare benefits, and amounts paid as bonuses pursuant to Code Section 414(s) and the Regulations, there under. Compensation shall not include tips, prizes or awards regardless of whether such tips, prizes or awards are includible in the gross income of the participant. During the year ended April 27, 2024, 80,855 shares of Employer Stock, tendered through contribution of the Company's treasury stock, were allocated to the nonparticipant-directed accounts related to the discretionary ESOP contributions. The 80,855 shares of Employer Stock were contributed to the Plan in September 2024 and is, therefore, recorded as an employer contributions receivable on the statement of net assets available for benefits. During the year ended April 29, 2023, 68,159 shares of Employer Stock, tendered through contribution of the Company's treasury stock, were allocated to the nonparticipant-directed accounts related to the discretionary ESOP contributions. The 68,159 shares of Employer Stock were contributed to the Plan in September 2023 and is, therefore, recorded as an employer contributions receivable on the statement of net assets available for benefits.

The discretionary ESOP matching contributions are made to match all or part of the elective contributions made at \$0.50 on the \$1.00 up to a maximum of 6% of compensation. An employee qualifies to receive an allocation of the Company's matching contribution by making elective contributions during the Plan year and meeting the eligibility requirements for participation in the Plan. During the year ended April 27, 2024, 14,562 shares of Employer Stock were allocated to the nonparticipant-directed account related to the discretionary ESOP matching contributions. During the year ended April 29, 2023, 12,083 shares of Employer Stock were allocated to the nonparticipant-directed account related to the discretionary ESOP matching contributions. The employer contributions of Employer Stock are valued based the most recently identified Employer Stock fair value.

Participant Investment Account Options

Participants may direct their participant-directed 401(k) salary deferral contributions to selected investments as made available and determined by the Plan Administrator. Participants may change their investment options any time throughout the year via direct phone or internet access to Principal. Participant-directed 401(k) investment accounts may be invested in a variety of mutual funds and pooled investments offered by Principal. Some of these pooled investments may be in common stocks. Others may be in bonds, common collective trust or other types of investments.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's common stock contributed from treasury shares and forfeitures of terminated participants' nonvested accounts. Only those participants who are eligible employees of the Company as of the last day of the Plan year will receive an allocation. Allocations are based on a participant's eligible compensation, relative to total eligible compensation. Employer contributions are allocated to each participant's account based upon the relation of the participant's compensation to total compensation for the Plan year. Plan earnings are allocated to each participant's account based on the ratio of the participant's beginning of the year account balance to all participants' beginning of the year account balances.

Vesting

Participants become 100% vested in discretionary ESOP contributions if five years of service has been achieved. Subsequent to KSOP formation, 401(k) match accounts are 100% vested if three years of service has been achieved. A year of vesting service is a year in which the participant works at least 1,000 hours. All contributions are 100% vested upon attainment of normal retirement age or upon death or permanent disability.

Participants are immediately vested in their participant-directed 401(k) contributions plus actual earnings/losses thereon.

Put Option

The Plan includes an automatic Put Option for Employer Stock. This requires that the Company or the Plan purchase the stock immediately upon distribution to beneficiaries at an independently determined fair market value. During the year ended April 27, 2024, 132,429 shares of Employer Stock were distributed from the Plan to participants. During the year ended April 29, 2023, 131,899 shares of Employer Stock were distributed from the Plan to participants. The Plan can make discretionary cash-outs and lump-sum payments of up to \$20,000, and amounts exceeding will be paid over an installment period. The Company issues notes payable for balances exceeding \$20,000. The purpose of the Put Option is to ensure that the participant has the ability to ultimately obtain cash for Employer Stock.

Payment of Benefits

The Plan provides for payments of benefits to participants or their beneficiaries (i) upon participant's attainment of normal retirement age per the Plan, (ii) in the event of total disability (as defined in the Plan), (iii) in the event of the participant's death or (iv) in the event of termination of employment because of other reasons. The payment(s) can be in one lump sum, subject to Plan limitations or over a period not longer than five years, with certain exceptions. Participants with balances that exceed \$1,000 have the option of leaving funds invested in the Plan after termination of employment until April 1 following age 70½. Terminated employees that elect to leave funds invested in the Plan continue to share in the allocation of income earned on trust assets; however, none of the annual contributions made to the Plan are allocated to such employees. Terminated participants with balances that do not exceed \$1,000 must take lump-sum distributions. In-service and hardship distributions are permitted if certain criteria are met, as defined by the Plan agreement. Distributions from a participant's elective account may be made in one lump sum or request an annuity be purchased for the term of which shall not exceed the participant's life expectancy.

Voting Rights

Shares of Employer Stock allocated to individual participants are to be voted by the participants on corporate matters involving approval or disapproval of any corporate merger or consolidation, recapitalization, liquidation, dissolution or sale of substantially all assets of a trade or business or similar transaction as the Department of Treasury may prescribe in regulations. The Trustee shall vote on other corporate matters for allocated Employer Stock and all matters for unallocated Employer Stock.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company 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. Participants who elect to diversify may elect to have the value (up to 50%) of the accounts transferred to another qualified plan. The amounts of investments diversified were \$166,432 for the year ended April 27, 2024 and \$116 for the year ended April 29, 2023.

Forfeitures

If a participant resigns or is dismissed from employment before completing the vesting period as previously described, the nonvested portion of the participant's account is forfeited at the date of termination. If the participant returns to employment after the one-year break in service but prior to five consecutive one-year breaks in service, then the amount initially forfeited will be restored to the participant's account through forfeitures and then contributions as necessary. Forfeited shares are reallocated to participants. During the year ended April 27, 2024, 2,054 shares were forfeited, 1,843 of these shares were reallocated and 229 of these shares were reinstated. During the year ended April 29, 2023, 2,738 shares were forfeited, 1,225 of these shares were reallocated and 52 of these shares were reinstated. There were unallocated forfeited shares of 3,104 at April 27, 2024, and 3,122 at April 29, 2023.

Administrative Expenses

Expenses incurred in the administration of the Plan may be paid from participant plan assets or directly by the Plan or Company. During the years ended April 27, 2024 and April 29, 2023, administrative expenses and investment expenses paid by plan assets totaled \$312,711 and \$322,777, respectively. Other administrative expenses were paid by the Company and are excluded from these financial statements.

Reclassifications

Certain reclassifications have been made to the 2023 financial statements to conform to the 2024 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets, changes in net assets and the disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. The Plan relies significantly on the use of estimates in determining the valuation of the Company's common stock.

Investment Valuation and Income Recognition

The Plan's investments are measured at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

The common shares of the Company are valued at estimated fair value. Fair value is determined by annual independent appraisals, which was \$64.72 and \$75.39 per share as of April 27, 2024 and April 29, 2023, respectively. The Plan Administrator believes the independent appraisal provides a reasonable estimate of the value of the Employer stock. Because of the significance of the assumptions required in the valuation of the Employer stock, the actual value could materially differ has a ready market for the securities existed.

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 accounted for on the specific identification basis. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Excess Contributions Refundable

Amounts payable to participants for contributions in excess of amounts allowed by the Internal Revenue Service (IRS) are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2024 and 2023 excess contributions to the applicable participants in July 2024 and 2023.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Fiscal Year-End

The Plan's fiscal year ends on the last Saturday in April, resulting in years of either 52 or 53 weeks. The Plan's fiscal years presented herein consist of a 52-week period for the years ended April 27, 2024 and April 29, 2023.

Note 3. Administration of Plan Assets

GreatBanc Trust Company (GreatBanc) is the Custodian of the stock accounts and the KSOP Administrative Committee is the Administrator of the Plan. Delaware Charter Guarantee and Trust d/b/a Principal Trust Company (Principal) is the Trustee of the participant-directed 401(k) investment accounts. The Trustee and Custodian maintain custody of the Plan's assets and the Trustee maintains trust fund records on a Plan year basis.

Certain administrative functions are performed by officers and employees of the Company. No such officers or employees receive compensation from the Plan.

Note 4. Certification of Plan Trustee and Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Principal and GreatBanc, qualified institutions, have certified the following investment information included in the accompanying financial statements and ERISA-required supplemental schedule is complete and accurate:

- Investments as shown in the statements of net assets available for benefits as of April 27, 2024 and April 29, 2023
- Investment income (loss) as shown in the statements of changes in net assets available for benefits for the years ended April 27, 2024 and April 29, 2023
- Investment information included in the accompanying schedule of assets (held at end of year) as of April 27, 2024

The Plan's independent auditors did not perform auditing procedures with respect to this certified investment information, except for comparing such certified investment information to the related investment information included in the financial statements and ERISA-required supplemental schedule.

Note 5. Investments

The Plan's investments, are presented in the following table at April 27, 2024 and April 29, 2023:

	2024		2023	
	Allocated	Unallocated	Allocated	Unallocated
Employer Common Shares				
Number of shares	1,564,061	-	1,630,686	-
Cost	\$ 49,038,879	\$ -	\$ 46,759,173	\$ -
Estimated fair value	\$101,226,060	\$ -	\$122,937,390	\$ -
Pooled Separate Accounts	\$ 35,074,093	\$ -	\$ 31,879,336	\$ -
Mutual Funds	\$ 3,913,581	\$ -	\$ 3,666,210	\$ -
Common Collective Trust	\$ 2,342,299	\$ -	\$ 3,030,764	\$ -
Interest-Bearing Cash	\$ 1,891	\$ -	\$ 1,796	\$ -

The only investment of the Plan that represented 5% or more of the Plan's net assets at April 27, 2024 and April 29, 2023, was Employer common stock.

Note 6. Disclosures About Fair Value of Plan Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Brookshire Brothers KSOP
Notes to Financial Statements
April 27, 2024 and April 29, 2023

Recurring Measurements

The following table presents the fair value measurements of assets and liabilities recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at April 27, 2024 and April 29, 2023:

April 27, 2024				
Fair Value Measurements Using				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobserv- able Inputs (Level 3)	
Fair Value				
Mutual funds	\$ 3,913,581	\$ 3,913,581	\$ -	\$ -
Employer common stock	101,226,060	-	-	101,226,060
Total assets in the fair value hierarchy	105,139,641	3,913,581	-	101,226,060
(A)	35,074,093	-	-	-
Collective investment trust measured at NAV (A)	2,342,299	-	-	-
Interest-bearing cash	1,891	-	-	-
Total investments at fair value	<u>\$ 142,557,924</u>	<u>\$ 3,913,581</u>	<u>\$ -</u>	<u>\$ 101,226,060</u>

April 29, 2023				
Fair Value Measurements Using				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobserv- able Inputs (Level 3)	
Fair Value				
Mutual funds	\$ 3,666,210	\$ 3,666,210	\$ -	\$ -
Employer common stock	122,937,390	-	-	122,937,390
Total assets in the fair value hierarchy	126,603,600	3,666,210	-	122,937,390
(A)	31,879,336	-	-	-
Collective investment trust measured at NAV (A)	3,030,764	-	-	-
Interest-bearing cash	1,796	-	-	-
Total investments at fair value	<u>\$ 161,515,496</u>	<u>\$ 3,666,210</u>	<u>\$ -</u>	<u>\$ 122,937,390</u>

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

Brookshire Brothers KSOP
Notes to Financial Statements
April 27, 2024 and April 29, 2023

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the years ended April 27, 2024 and April 29, 2023. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters, including, but not limited to, yield curves, interest rates, volatilities, prepayments, defaults, cumulative loss projections and cash flows. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. See the table below for inputs and valuation techniques used for Level 3 securities.

Level 3 Activity

Activity, transfers into and out of Level 3 and the reasons for those transfers are as follows:

	Asset Investment in Employer Stock
2024	
Purchases	\$ 5,138,512
Issues	-
Transfers into Level 3	-
Transfers out of Level 3	(166,432)
2023	
Purchases	\$ 5,237,265
Issues	-
Transfers into Level 3	-
Transfers out of Level 3	(116)

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring Level 3 fair value measurements at April 27, 2024 and April 29, 2023.

Instrument	Fair Value at April 27, 2024	Fair Value at April 29, 2023	Valuation Technique	Unobservable Input
Employer common stock	\$ 101,226,060	\$ 122,937,390	Discounted cash flow (income approach)	Discount rate Growth rate
			Guideline public company method (market approach)	Price multiples from comparable companies Minority interest and lack of marketability adjustments

Brookshire Brothers KSOP
Notes to Financial Statements
April 27, 2024 and April 29, 2023

The valuation process involves plan management's selection of an independent appraiser under contract for a term of three years with the right to cancel such contract at any time. Plan management accumulates the data for the appraiser from the audited financial statements of the Company. The appraiser prepares a preliminary report which plan management, along with the ESOP trustee, reviews in detail, discusses and approves. The results of this process are documented in minutes of the plan fiduciary.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Company Common Shares

The significant unobservable inputs used in the fair value measurement of the Company common shares are the weighted average cost of capital, long-term revenue growth rate, long-term pretax operating margin, discount for lack of marketability and the control premium. Isolated significant increases (decreases) in the weighted average cost of capital or the discount for lack of marketability would result in a significantly lower (higher) fair value measurement while significant increases (decreases) in any of the other inputs in isolation would result in a significantly higher (lower) fair value measurement.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of April 27, 2024 and April 29, 2023. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

April 27, 2024				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separated accounts:				
Balanced/asset allocation	\$ 29,105,517	\$ -	Daily	None
International equity	\$ 437,680	\$ -	Daily	None
Large U.S. equity	\$ 4,157,726	\$ -	Daily	None
Small/mid U.S. equity	\$ 1,155,151	\$ -	Daily	None
Commercial real estate	\$ 218,019	\$ -	Daily	None
Common collective trust	\$ 2,342,299	\$ -	Daily	None
April 29, 2023				
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separated accounts:				
Balanced/asset allocation	\$ 26,580,816	\$ -	Daily	None
International equity	\$ 340,797	\$ -	Daily	None
Large U.S. equity	\$ 3,768,894	\$ -	Daily	None
Small/mid U.S. equity	\$ 654,143	\$ -	Daily	None
Commercial real estate	\$ 534,686	\$ -	Daily	None
Common collective trust	\$ 3,030,764	\$ -	Daily	None

Note 7. Related-Party and Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relatives of such persons.

The Plan invests in Company common stock.

The Company provides certain administrative services at no cost to the Plan.

Note 8. Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to terminate the Plan, subject to the provisions of the ERISA. In the event of plan termination, participants will become 100 percent vested in their accounts.

Note 9. Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated January 26, 2018, stating that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Note 10. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements, to Form 5500 at April 27, 2024 and April 29, 2023:

	<u>2024</u>	<u>2023</u>
Net assets available for benefits per the financial statements	\$ 147,562,009	\$ 166,424,631
Excess contributions refundable	228,830	272,179
Benefit claims payable	-	-
Participant contributions receivable	76,352	(38,165)
Other	<u>(1,983)</u>	<u>(1,794)</u>
Net assets available for benefits per Form 5500	<u>\$ 147,865,208</u>	<u>\$ 166,656,851</u>

Brookshire Brothers KSOP
Notes to Financial Statements
April 27, 2024 and April 29, 2023

The following is a reconciliation of the changes in net assets available for benefits per the financial statements, to Form 5500 for the years ended April 27, 2024 and April 29, 2023:

	<u>2024</u>	<u>2023</u>
Change in net assets available for benefits per the financial statements	\$ (18,862,622)	\$ 1,418,835
Change in participant contributions receivable	114,517	3,523
Change in excess contributions refundable	(43,349)	28,080
Changes in benefit claims payable	-	(12,291)
Other	<u>(189)</u>	<u>20,845</u>
Change in net assets available for benefits per Form 5500	<u>\$ (18,791,643)</u>	<u>\$ 1,458,992</u>

Amounts allocated to withdrawing participants are recorded on Form 5500 for benefit claims that have been processed and approved for payment prior to April 27, 2024, but not yet paid as of that date.

Note 11. Risks and Uncertainties

The Plan invests in various investment securities (including Company common stock), which are exposed to various risks, such as interest rate, market and credit risks as well as valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with such investment securities and the level of uncertainty related to changes in the value of such investments, it is at least reasonably possible that changes in risk in the near term could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

Note 12. Subsequent Events

Subsequent events have been evaluated through February 10, 2025, which is the date the financial statements were available to be issued.

Supplemental Schedules

Brookshire Brothers KSOP**EIN 75-2692839 PN 002****Schedule H, Line 4a – Schedule of Delinquent Participant Contributions****Year Ended April 27, 2024**

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2022	\$ 156	\$ -	\$ -	\$ -

Brookshire Brothers KSOP
EIN 75-2692839 PN 002
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ended April 27, 2024

Identity of Issuer	Description of Investment	Cost	Current Value
Interest-bearing cash	Interest-bearing cash	\$ 1,891	\$ 1,891
* Brookshire Brothers Holding, Inc. Common Stock	1,564,061 shares	49,038,879	101,226,060
* Principal Stable Value Z Fund	93,777 shares	**	2,342,299
Pooled Separate Accounts			
* Principal LifeTime 2015 Separate Account-Z	56,421 shares	**	1,261,994
* Principal LifeTime 2020 Separate Account-Z	56,474 shares	**	2,213,424
* Principal LifeTime 2025 Separate Account-Z	198,043 shares	**	5,076,772
* Principal LifeTime 2030 Separate Account-Z	156,527 shares	**	6,900,610
* Principal LifeTime 2035 Separate Account-Z	156,362 shares	**	4,488,194
* Principal LifeTime 2040 Separate Account-Z	68,283 shares	**	3,405,622
* Principal LifeTime 2045 Separate Account-Z	65,304 shares	**	2,051,724
* Principal LifeTime 2050 Separate Account-Z	38,676 shares	**	1,990,330
* Principal LifeTime 2055 Separate Account-Z	37,541 shares	**	1,219,150
* Principal LifeTime 2060 Separate Account-Z	10,118 shares	**	277,808
* Principal LifeTime 2065 Separate Account-Z	3,954 shares	**	65,046
* Principal LifeTime 2070 Separate Account-Z	73 shares	**	866
* Principal LifeTime Strategic Income Separate Account-Z	5,499 shares	**	153,977
* Principal Diversified International Separate Account-Z	3,331 shares	**	437,680
* Principal Equity Income Separate Account-Z	9,389 shares	**	523,478
* Principal LargeCap S&P 500 Index Separate Account-Z	7,974 shares	**	2,270,892
* Principal MidCap S&P 400 Index Separate Account-Z	5,086 shares	**	511,131
* Principal SmallCap S&P 600 Index Separate Account-Z	6,776 shares	**	644,020
* Principal Real Estate Securities Separate Account-Z	2,917 shares	**	218,019
* Principal LargeCap Growth I Separate Account-Z	19,748 shares	**	1,363,356
Mutual Funds			
BlackRock High Yield Bond Portfolio	28,508 shares	**	198,700
JPMorgan Government Bond Fund	85,028 shares	**	781,410
Western Asset Core Plus Bond Fund	35,168 shares	**	317,563
BlackRock Mid-Cap Growth Equity Portfolio	14,203 shares	**	562,313
Janus Henderson Small Cap Value Fund	7,376 shares	**	177,823
MFS Mid Cap Value Fund	6,894 shares	**	222,114
Nationwide Geneva Small Cap Growth Fund	4,977 shares	**	396,396
PRIMECAP Odyssey Stock Fund	25,620 shares	**	950,773
Loomis Sayles Global Allocation Fund	168 shares	**	4,113
New World Fund Inc	1,623 shares	**	126,990
Victory Trivalent International Small-Cap Fund	11,654 shares	**	175,386
* Party-in-interest			\$ 142,557,924
** Cost information is not applicable, as investments are participant directed.			

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
 PLAN NUMBER 002
 PLAN YEAR 04/30/2023 TO 04/27/2024

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(A)	(B) Identity of issuer, 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
	The American Funds	Registered Investment Company American Funds NewWorl'd R6	\$ 0.00	\$ 126,995.13
	BlackRock	Registered Investment Company BlackRock High Yld Bond K Fund	\$ 0.00	\$ 198,701.15
	BlackRock	Registered Investment Company BlackRock Md-Cp Gr Eq K Fd	\$ 0.00	\$ 562,315.41
	Brookshire Brothers	Employer Security ESOP - Employer Security	\$131,424,463.00	\$ 97,606,632.80
	Janus International Holding, LLC	Registered Investment Company JanusHenderson SmCp Val N	\$ 0.00	\$ 177,825.15
	JP Morgan Funds	Registered Investment Company JP Morgan Govt Bond R6 Fund	\$ 0.00	\$ 781,411.31
	Loomis Sayles	Registered Investment Company Loomis Sayles GL Alloc N Fd	\$ 0.00	\$ 4,114.53
	GreatBanc	Interest Bearing Cash Money Market - Interest Bearing Cash	\$ 0.00	\$ 1,891.33
	MFS Investment Management	Registered Investment Company MFS Mid Cap Value R6 Fund	\$ 0.00	\$ 222,116.13
	Nationwide	Registered Investment Company Nationwide Gen Sm Cap Gr R6 Fd	\$ 0.00	\$ 396,402.58
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Diversified Intl SA-Z	\$ 0.00	\$ 437,681.34
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Equity Income SA-Z	\$ 0.00	\$ 523,477.98
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LargeCap Growth I SA-Z	\$ 0.00	\$ 1,363,356.40
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LgCp S&P 500 Index SA-Z	\$ 0.00	\$ 2,270,892.92
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime Strat Inc SA-Z	\$ 0.00	\$ 153,976.85

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP

EIN 75 2692839
 PLAN NUMBER 002
 PLAN YEAR 04/30/2023 TO 04/27/2024

(A)	(B) Identity of issuer, 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
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2015 Sep Acct-Z	\$ 0.00	\$ 1,261,987.77
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2020 Sep Acct-Z	\$ 0.00	\$ 2,213,414.82
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2025 Sep Acct-Z	\$ 0.00	\$ 5,076,772.09
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2035 Sep Acct-Z	\$ 0.00	\$ 4,488,194.39
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2040 Sep Acct-Z	\$ 0.00	\$ 3,405,580.99
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2045 Sep Acct-Z	\$ 0.00	\$ 2,051,723.98
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2050 Sep Acct-Z	\$ 0.00	\$ 1,990,287.89
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2055 Sep Acct-Z	\$ 0.00	\$ 1,219,150.42
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2060 Sep Acct-Z	\$ 0.00	\$ 277,795.04
*	Principal Life Insurance Company	Pooled Separate Accounts Prin LifeTime 2065 Sep Acct-Z	\$ 0.00	\$ 65,041.92
*	Principal Life Insurance Company	Pooled Separate Accounts Prin MidCap S&P 400 Idx SA-Z	\$ 0.00	\$ 511,131.38
*	Principal Life Insurance Company	Pooled Separate Accounts Prin Real Estate Secs SA-Z	\$ 0.00	\$ 218,019.85
*	Principal Life Insurance Company	Pooled Separate Accounts Prin SmCap S&P 600 Index SA-Z	\$ 0.00	\$ 644,020.55
*	Principal Global Investors Trust Co	Common/Collective Trust Principal Stable Value Z Fund	\$ 0.00	\$ 2,342,299.00
*	Principal Life Insurance Company	Pooled Separate Accounts PrinL LifeTime 2030 Sep Acct-Z	\$ 0.00	\$ 6,900,609.68

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

BROOKSHIRE BROTHERS KSOP
EIN 75 2692839
PLAN NUMBER 002
PLAN YEAR 04/30/2023 TO 04/27/2024

(A)	(B) Identity of issuer, 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
	PRIMECAP Odyssey Funds	Registered Investment Company PRIMECAP Odyssey Stock Fund	\$ 0.00	\$ 950,775.17
*	Principal Life Insurance Company	Pooled Separate Accounts PRIN LIFETM 2070 SEP ACCT-Z	\$ 0.00	\$ 866.22
	Brookshire Brothers	Employer Security PSP - Employer Security	\$ 0.00	\$ 3,619,427.32
	Victory Funds	Registered Investment Company Vic Triv Intl Small Cap R6 Fd	\$ 0.00	\$ 175,387.23
	Western Asset Management Co.	Registered Investment Company Western Asset Cr Pls Bd IS Fd	\$ 0.00	\$ 317,564.29

