

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 07/01/2023 and ending 06/30/2024	
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 RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 07/01/1942
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) BEN E. KEITH COMPANY 601 EAST 7TH STREET FORT WORTH, TX 76102-5501
2b	Employer Identification Number (EIN) 75-0372230
2c	Plan Sponsor's telephone number 817-877-5700
2d	Business code (see instructions) 424400

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.	04/11/2025	JUAN SAN MIGUEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor RETIRMENT COMMITTEE 601 EAST 7TH STREET FORT WORTH, TX 76102-5501		3b Administrator's EIN 51-0190001																							
		3c Administrator's telephone number 517-877-5700																							
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	5405																						
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		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td colspan="2" style="background-color: #cccccc;"></td></tr> <tr><td style="text-align: center;">6a(1)</td><td style="text-align: right;">2641</td></tr> <tr><td style="text-align: center;">6a(2)</td><td style="text-align: right;">2494</td></tr> <tr><td style="text-align: center;">6b</td><td style="text-align: right;">909</td></tr> <tr><td style="text-align: center;">6c</td><td style="text-align: right;">1782</td></tr> <tr><td style="text-align: center;">6d</td><td style="text-align: right;">5185</td></tr> <tr><td style="text-align: center;">6e</td><td style="text-align: right;">196</td></tr> <tr><td style="text-align: center;">6f</td><td style="text-align: right;">5381</td></tr> <tr><td style="text-align: center;">6g(1)</td><td></td></tr> <tr><td style="text-align: center;">6g(2)</td><td></td></tr> <tr><td style="text-align: center;">6h</td><td style="text-align: right;">0</td></tr> </table>				6a(1)	2641	6a(2)	2494	6b	909	6c	1782	6d	5185	6e	196	6f	5381	6g(1)		6g(2)		6h	0
6a(1)	2641																								
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6d	5185																								
6e	196																								
6f	5381																								
6g(1)																									
6g(2)																									
6h	0																								
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7																							
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 3H																									
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 _____ (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>0</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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	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 07/01/2023 and ending 06/30/2024	
Round off amounts to nearest dollar.	
Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.	
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES	B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BEN E. KEITH COMPANY	D Employer Identification Number (EIN) 75-0372230
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information			
1	Enter the valuation date: Month 07 Day 01 Year 2023			
2	Assets:			
a	Market value	2a	438453629	
b	Actuarial value	2b	482298992	
3	Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a	For retired participants and beneficiaries receiving payment	1037	145734018	145734018
b	For terminated vested participants	1727	52421087	52421087
c	For active participants	2641	209240236	209501840
d	Total	5405	407395341	407656945
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a	Funding target disregarding prescribed at-risk assumptions	4a		
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5	Effective interest rate	5	5.37 %	
6	Target normal cost			
a	Present value of current plan year accruals	6a	10694325	
b	Expected plan-related expenses	6b	1300000	
c	Target normal cost	6c	11994325	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	Signature of actuary DAVID G. BELL Type or print name of actuary WILLIS TOWERS WATSON US LLC Firm name 500 NORTH AKARD SUITE 4300 DALLAS, TX 75201 Address of the firm	12/31/2024 Date 23-03180 Most recent enrollment number 214-530-4200 Telephone number (including area code)
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Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	58286143
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	58286143
10 Interest on line 9 using prior year's actual return of <u>0.23</u> %	0	134058
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.56</u> %		0
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	58420201

Part III Funding Percentages

14 Funding target attainment percentage	14	103.97 %
15 Adjusted funding target attainment percentage	15	118.31 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	115.43 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost
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21 Discount rate:			
a Segment rates:	1st segment: 4.75 %	2nd segment: 5.00 %	3rd segment: 5.74 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 0
22 Weighted average retirement age			22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI	Miscellaneous Items
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24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Demographic and benefit information		
a Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
b Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27	

Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years
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28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII	Minimum Required Contribution For Current Year
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31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6c).....		31a	11994325
b Excess assets, if applicable, but not greater than line 31a		31b	11994325
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35).....		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	0
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	0
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX	Pension Funding Relief Under the American Rescue Plan Act of 2021 (See Instructions)
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41 If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021
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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 07/01/2023 and ending 06/30/2024		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BEN E. KEITH COMPANY	D Employer Identification Number (EIN) 75-0372230	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
STATE STREET GLOBAL ADVISOR
90-0337987

(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)

AON INVESTMENTS USA INC

36-3109431

(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	NONE	793631	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

AON CONSULTING

22-2232264

(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?
11 15 50	NONE	406788	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

J.P. MORGAN CHASE

74-6290627

(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 51	NONE	326330	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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)

WILLIS TOWERS WATSON

53-0181291

(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?
11 50	NONE	196937	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST COMPANY

36-1561860

(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?
21 28 50 51 52 68	NONE	125426	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

PARAMETRIC

20-0292745

(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?
28 51	NONE	103189	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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)

WHITLEY PENN, LLP

75-2393478

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	43810	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STATE STREET RESEARCH & MGMT CO

13-3142135

(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?
28 51	NONE	15683	Yes ☐ No ☒	Yes ☐ No ☐		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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 07/01/2023 and ending 06/30/2024		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES		B Three-digit plan number (PN) ▶ 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BEN E. KEITH COMPANY		D Employer Identification Number (EIN) 75-0372230
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: STRATEGIC PROPERTY FUND		
b Name of sponsor of entity listed in (a): JP MORGAN CHASE BANK, N.A.		
c EIN-PN 13-6038770-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 14315356
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA GLOBAL EQUITY EX USA INDEX NL		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 90-0337987-241	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30270007
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL LARGE CAP (R)		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 90-0337987-224	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50287075
a Name of MTIA, CCT, PSA, or 103-12 IE: SSGA RUSSELL SMALL CAP		
b Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS TRUST COMPANY		
c EIN-PN 04-0025081-096	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8593140
a Name of MTIA, CCT, PSA, or 103-12 IE: MULTI ASSET CREDIT FUND		
b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC		
c EIN-PN 37-6543784-041	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10001810
a Name of MTIA, CCT, PSA, or 103-12 IE: AON HIGH YIELD PLUS FUND		
b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC		
c EIN-PN 37-6543784-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 668741
a Name of MTIA, CCT, PSA, or 103-12 IE: AON 20+ YEAR US TREAS STRIPS FUND		
b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC		
c EIN-PN 37-6543784-036	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19009095
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule D (Form 5500) 2023 v. 230707		

a Name of MTIA, CCT, PSA, or 103-12 IE: AON LONG CREDIT BOND FUND

b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC

c EIN-PN 37-6543784-040	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 247263106
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a Name of MTIA, CCT, PSA, or 103-12 IE: NTGI COLTV GOVT STIF REGISTERED

b Name of sponsor of entity listed in (a): NORTHERN TRUST INVESTMENTS, INC.

c EIN-PN 45-6138589-068	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16178861
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a Name of MTIA, CCT, PSA, or 103-12 IE: AON ENHANCED LIABILITY DRIVEN INVES

b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC

c EIN-PN 37-6543784-048	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20303797
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a Name of MTIA, CCT, PSA, or 103-12 IE: AON CORE REAL ESTATE FUND

b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC

c EIN-PN 37-6543784-037	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11415841
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a Name of MTIA, CCT, PSA, or 103-12 IE: AON GLOBAL REAL ESTATE FUND

b Name of sponsor of entity listed in (a): AON TRUST COMPANY LLC

c EIN-PN 37-6543784-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 315244
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE G (Form 5500) Department of Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	Financial Transaction Schedules 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.
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For calendar plan year 2023 or fiscal plan year beginning 07/01/2023 and ending 06/30/2024		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BEN E. KEITH COMPANY		D Employer Identification Number (EIN) 75-0372230

Part I	Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions.				
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest
(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
	Amount received during reporting year			Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

(a)	(b) Identity and address of obligor		(c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items		
☐					
		Amount received during reporting year		Amount overdue	
(d) Original amount of loan	(e) Principal	(f) Interest	(g) Unpaid balance at end of year	(h) Principal	(i) Interest

Part II Schedule of Leases in Default or Classified as Uncollectible

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

(a)	(b) Identity of lessor/lessee	(c) Relationship to plan, employer, employee organization, or other party-in-interest	(d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased)			
☐						
(e) Original cost	(f) Current value at time of lease	(g) Gross rental receipts during the plan year	(h) Expenses paid during the plan year	(i) Net receipts	(j) Amount in arrears	

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
BEN E. KEITH COMPANY		PLAN SPONSOR		CERTAIN FEES WERE PAID BY THE PLAN THAT DID NOT RELATE TO THE PLAN			
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
				4325365			
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	
(a) Identity of party involved		(b) Relationship to plan, employer, or other party-in-interest		(c) Description of transaction including maturity date, rate of interest, collateral, par or maturity value		(d) Purchase price	
(e) Selling price		(f) Lease rental		(g) Transaction expenses		(h) Cost of asset	

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 07/01/2023 and ending 06/30/2024		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BEN E. KEITH COMPANY	D Employer Identification Number (EIN) 75-0372230	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	3238223	1694719
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	61796	4385909
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	435153610	428622073
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	438453629	434702701
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	438453629	434702701

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)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)	4325365	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4325365
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	141798	
(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)		141798
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	-6912094	
(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)		-6912094
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		15927532
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		13482601

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14702727	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		14702727
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)	407587	
(4) IQPA audit fees.....	2i(4)	43810	
(5) Investment advisory and investment management fees	2i(5)	1238834	
(6) Bank or trust company trustee/custodial fees	2i(6)	125426	
(7) Actuarial fees	2i(7)	196937	
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	518208	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		2530802
j Total expenses. Add all expense amounts in column (b) and enter total	2j		17233529

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-3750928
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: **WHITLEY PENN, LLP**

(2) EIN: **75-2393478**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	☒		4325365
e Was this plan covered by a fidelity bond?	☒		5000000
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 534920.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 07/01/2023 and ending 06/30/2024		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BEN E. KEITH COMPANY		D Employer Identification Number (EIN) 75-0372230
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 80-0709115		
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 13
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: <u>20.7</u> % Private Equity: <u>0.0</u> % Investment-Grade Debt and Interest Rate Hedging Assets: <u>69.8</u> % High-Yield Debt: <u>2.5</u> % Real Assets: <u>6.0</u> % Cash or Cash Equivalents: <u>1.0</u> % Other: <u>0.0</u> % 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 _____.	
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**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

**Years Ended June 30, 2024 and 2023
with Report of Independent Auditors**

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULES**

Years Ended June 30, 2024 and 2023

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REPORT OF INDEPENDENT AUDITORS

To the Retirement Committee of the
Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates

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

We have performed audits of the financial statements of the Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates (the “Plan”), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (“ERISA”), as permitted by ERISA Section 103(a)(3)(C) (“ERISA Section 103(a)(3)(C) audit”). The financial statements comprise the statements of net assets available for benefits as of June 30, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan’s financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor’s (“DOL”) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our 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 DOL’s Rules and Regulations for Reporting and Disclosure under ERISA (“qualified institution”).

Management has obtained certifications from a qualified institution as of and for the years ended June 30, 2024 and 2023, stating that the certified investment information, as described in Note F to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor’s Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter — Supplemental Schedules Required by ERISA

The supplemental schedules of Form 5500, Schedule G, Part III – Schedule of Non-Exempt Transactions for the year ended June 30, 2024, Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of June 30, 2024, and Form 5500, Schedule H, Line 4j – Schedule of Reportable Transactions for the year ended June 30, 2024, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental 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 their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or was derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental 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).

Whitley Penn LLP

Fort Worth, Texas
April 10, 2025

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	June 30,	
	2024	2023
Assets		
Investments, at fair value (note C)		
Commingled funds	\$ 428,622,073	\$ 435,153,610
Total investments at fair value	428,622,073	435,153,610
Receivables:		
Accrued interest and dividend income	60,544	61,796
Other receivable	4,325,365	-
Total receivables	4,385,909	61,796
Cash (non-interest bearing)	1,694,719	3,238,223
Net assets available for benefits	\$ 434,702,701	\$ 438,453,629

See accompanying notes to financial statements.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended June 30,	
	2024	2023
Additions to Net Assets		
Investment income:		
Net realized and unrealized gains on investments	\$ 7,670,590	\$ 883,260
Interest and dividends	1,486,646	1,108,705
Total investment income	9,157,236	1,991,965
Other contributions	4,325,365	-
Total additions to net assets	13,482,601	1,991,965
Deductions from Net Assets		
Benefits paid to participants	14,702,727	13,144,624
Administrative expenses	2,530,802	2,281,968
Total deductions from net assets	17,233,529	15,426,592
Net decrease in net assets available for benefits	(3,750,928)	(13,434,627)
Net assets available for benefits at beginning of year	438,453,629	451,888,256
Net assets available for benefits at end of year	<u>\$ 434,702,701</u>	<u>\$ 438,453,629</u>

See accompanying notes to financial statements.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS

June 30, 2024 and 2023

A. Description of the Plan

General

The following description of the Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates (the “Plan”) is provided for general purposes only. The Plan is fully frozen and is sponsored by Ben E. Keith Company (the “Company” or “Plan Sponsor”). Participants should refer to the Plan document for more complete information. The Company’s corporate offices are located in Fort Worth, Texas.

The Plan was effective June 30, 1976, and is a noncontributory defined benefit plan that provides for retirement, death, and disability benefits for all employees who have one year of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

On August 16, 2017, the Company’s Board of Directors made the decision to take actions to amend the Plan, as of July 1, 2018, as follows: (a) freeze new participation, (b) freeze the accrual of benefits for all participants under age 55, and (c) approved an elimination of the actuarial increase methodology and revised the qualified plan to make the pre-retirement death benefit payable to any named individual(s) and limit the present value of the accrued benefit at death.

Administration of the Plan

The Retirement Committee is a committee appointed by the Company that serves as a fiduciary of the Plan. The Retirement Committee has general responsibility for the administration and interpretation of the Plan.

Vesting

The normal retirement date is the first day of any month coinciding with or following the month in which a participant’s sixty-fifth birthday occurs. A participant may retire early at age fifty provided he or she has completed ten years of vesting service. The Plan currently provides for full vesting of benefits after five years of service.

Contributions

The Company is responsible for funding the Plan and contributions by participants are not required or permitted. All contributions are paid directly to Northern Trust Corporation (the “trustee”). The Plan’s funding policy is for the Company to contribute an amount which will meet or exceed the annual ERISA minimum funding requirement. The Company did not have any contributions during the years ended June 30, 2024 and 2023; however, a contribution receivable was recorded as of June 30, 2024 related to Plan expenses that were improperly paid in previous years (see Note K).

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS *(continued)*

A. Description of the Plan – continued

Retirement Benefits

The annual pension benefits calculation at normal retirement age is equal to 1.1% of the average monthly compensation during the last 60 consecutive months preceding the date on which you retire or terminate (“Final Average Monthly Compensation”) multiplied by their number of years of service, plus 0.65% of the Final Average Compensation in excess of the Social Security Taxable Wage Base multiplied by years of service not to exceed 35 years.

The Plan permits early retirement if an employee has more than ten years of service and has reached age fifty. Participants who request pension benefits prior to their social security retirement age are subject to a 6% annual reduction of benefits. Participants who retire on or after their normal retirement age and are credited with 25 or more years of vesting service as of the retirement date are not subject to the 6% annual reduction of benefits. Participants who retire before normal retirement age and are credited with 25 or more years of vesting service as of the retirement date will have the 6% figure replaced by a 2% annual reduction of benefits for each year from age 60 to the participant’s social security retirement age or, if benefits commence three years prior to the participant’s social security age, the annual benefit would not be subject to a reduction of benefits.

Amendment and Termination

The Plan’s Retirement Committee may amend the Plan at any time provided that no amendment (1) may reduce the interest of any participant in the Plan accrued prior to such amendment or (2) may have the effect of diverting any part of the funds of the Plan, except for certain allowable expenses, to any purposes other than for the exclusive benefit of the participants and their beneficiaries and surviving spouses and other eligible survivors. However, any amendment may be made retroactive if necessary or appropriate to conform the Plan to ERISA or to maintain the qualified status of the Plan under the Code.

The Plan can be terminated by the Company in certain limited situations. If the Plan is terminated, the net assets of the Plan will be distributed to the participants in an order of priority determined in accordance with ERISA and its applicable regulations, and with the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (“PBGC”) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits, and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan’s termination, subject to a statutory ceiling on the amount of an individual’s monthly benefit. Whether all participants receive benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan’s net assets to provide these benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided by the existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (*continued*)

A. Description of the Plan – continued

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with Plan provisions, the Company pays substantially all costs relating to actuary expenses and PBGC premiums. All significant administrative expenses are paid by the Company and are not reflected in the accompanying financial statements.

B. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with GAAP, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about assets and liabilities measured at fair value. See Note C for information related to the Plan’s valuation methodologies.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year-end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (*continued*)

B. Summary of Significant Accounting Policies – continued

Cash and Cash Equivalents

All highly liquid investments with a maturity of three months or less when purchased are treated as cash equivalents. At June 30, 2024 and 2023, the Plan held such investments primarily in one financial institution, which at times exceeded amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation (“FDIC”). The Plan has not experienced any losses related to amounts in excess of FDIC limits.

C. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used. The three levels defined are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.
- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.
- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability.

GAAP requires that management describe the methodologies used to measure the fair value of assets and liabilities. The methodologies used to measure the fair value of the Plan’s investments are as follows:

- Derivatives are valued at the closing price reported on the active market on which the securities are traded and classified within Level 1 of the valuation hierarchy.
- Commingled funds are valued at net asset value (“NAV”) at year-end based on the underlying investments of the fund as determined by the sponsor of the fund. These investments held by the Plan provide for daily redemptions by the Plan at reported NAV with no advance notice requirement. The Plan is permitted to redeem investment units at NAV on measurement date. There are no unfunded commitments as of June 30, 2024 and 2023.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (continued)

C. Fair Value Measurements – continued

There have been no changes in the methodologies used at June 30, 2024 and 2023. The following table details the Plan's investments at fair value by level, within the fair value hierarchy, as of June 30, 2024 and 2023. The Plan has no assets classified within Level 2 or Level 3 of the valuation hierarchy.

	2024	
	Level 1	Total
Derivative assets	\$ 50,774,157	\$ 50,774,157
Derivative liabilities	(50,774,157)	(50,774,157)
Total investments in the fair value hierarchy		-
Investments measured at NAV ^(a)		
Commingled funds		428,622,073
Total investments at fair value	\$ -	\$428,622,073
	2023	
	Level 1	Total
Derivative assets	\$ 54,283,335	\$ 54,283,335
Derivative liabilities	(54,283,335)	(54,283,335)
Total investments in the fair value hierarchy		-
Investments measured at NAV ^(a)		
Commingled funds		435,153,610
Total investments at fair value	\$ -	\$435,153,610

^(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV 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.

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (*continued*)

D. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated participants or their beneficiaries, (b) beneficiaries of participants who have died, and (c) present participants or their beneficiaries. Benefits payable under all circumstances—retirement, death, disability, and termination of employment—are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuary using a July 1 measurement date and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment. There would not be a material difference if prepared as of June 30, 2023.

For 2024 and 2023, the interest rates used in calculating the accumulated plan benefit obligation were 6.26% and 5.04%, respectively. For 2024 and 2023, the mortality rates are based on the MP-2021 mortality table. For 2024 and 2023, disability, termination, and retirement rates are based on published statistical data and anticipated experience under the Plan. Benefits accumulated, including actuarial adjustments, include the effects of actuarial experience gains and losses.

The actuarial assumptions are based on the presumption that the Plan will continue. If the Company chooses to terminate the Plan, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates, and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimation and assumption processes, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

E. Accumulated Plan Benefits

The Plan's actuary, Willis Towers Watson, estimates the actuarial present value of accumulated plan benefits. The actuarially determined accumulated plan benefits are the amounts that result from applying actuarial assumptions selected by the Plan Sponsor to adjust the accumulated plan benefits earned by the participants to reflect the time value of money and the probability of payment (such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (continued)

E. Accumulated Plan Benefits – continued

The accumulated plan benefit obligation at June 30, 2024 (measured as of July 1, 2023) is as follows:

Actuarial present value of accumulated plan benefits:	
Vested benefits:	
Participants currently receiving payments	\$132,152,852
Other vested participants	<u>229,483,389</u>
	361,636,241
Non-vested benefits	<u>334,158</u>
 Total actuarial present value of accumulated plan benefits	 <u><u>\$361,970,399</u></u>

The changes in the accumulated plan benefit obligation for the period from July 1, 2023 through June 30, 2024, are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$411,837,713
Decrease during the year attributable to:	
Benefits accumulated	9,525,809
Increase due to a decrease in the discount period	20,905,477
Assumption changes	(66,391,666)
Actual benefits paid	(13,144,624)
Net actuarial losses	<u>(762,310)</u>
Net decrease	<u>(49,867,314)</u>
 Actuarial present value of accumulated plan benefits at end of year	 <u><u>\$361,970,399</u></u>

The assumed annual plan-related expenses added to the target normal cost were changed from \$1,200,000 for the July 1, 2022 valuation to \$1,300,000 for the July 1, 2023 valuation.

F. Certified Investments

Certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedules, including investments held at June 30, 2024 and 2023, and net realized and unrealized gains on investments and interest and dividends for the years then ended, was obtained by management and agreed to or derived from information certified as complete and accurate by the trustee.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS *(continued)*

G. Tax Status

The Plan obtained its latest determination letter dated October 4, 2016 in which the Internal Revenue Service (“IRS”) stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The Plan has been amended since receiving the determination letter.

Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes that the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of June 30, 2024, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

H. Plan Termination

While the Company has not expressed any intent to discontinue its contributions, it is free to do so at any time, subject to the requirements of ERISA. If the Plan is terminated, net assets of the Plan would be distributed to participants and beneficiaries in an order of priority as prescribed by the Plan, subject to the requirements of ERISA. If such discontinuance results in the termination of the Plan, the net assets may not be sufficient to provide participants’ benefits. Whether a particular participant’s accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guarantee, while other benefits may not be provided for at all.

I. Derivatives

In accordance with the investment strategy of the investment policy, the Plan executes transactions in various financial instruments that may give rise to varying degrees of credit risk, including derivatives. Derivatives are instruments that derive their value from underlying asset prices, indices, reference rates, and other inputs or a combination of these factors. Derivatives may be privately negotiated, which are usually referred to as over-the-counter derivatives, or they may be listed and traded on an exchange. The Plan enters into futures, which are contracts that commit counterparties to purchase or sell financial instruments, commodities, or currencies in the future.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (continued)

I. Derivatives – continued

Derivatives are accounted for at fair value and are recorded on a net basis in the statements of net assets available for benefits. The tables below present the fair value of derivative contracts by major product type on a net basis. The tables below present the amounts that have been offset in the statements of net assets available for benefits.

	Offsetting Derivatives as of June 30, 2024		
	Gross Amount of Recognized Assets	Gross Amount Offset in the Statement of Net Assets Available for Benefits	Net Amount of Assets Presented in the Statement of Net Assets Available for Benefits
Derivatives – Futures	\$ 50,774,157	\$ (50,774,157)	\$ -
Total	\$ 50,774,157	\$ (50,774,157)	\$ -

	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Statement of Net Assets Available for Benefits	Net Amount of Assets Presented in the Statement of Net Assets Available for Benefits
Derivatives – Futures	\$ (50,774,157)	\$ 50,774,157	\$ -
Total	\$ (50,774,157)	\$ 50,774,157	\$ -

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

NOTES TO FINANCIAL STATEMENTS (continued)

I. Derivatives – continued

	Offsetting Derivatives as of June 30, 2023		
	Gross Amount of Recognized Assets	Gross Amount Offset in the Statement of Net Assets Available for Benefits	Net Amount of Assets Presented in the Statement of Net Assets Available for Benefits
Derivatives – Futures	\$ 54,283,335	\$ (54,283,335)	\$ -
Total	<u>\$ 54,283,335</u>	<u>\$ (54,283,335)</u>	<u>\$ -</u>
	Gross Amount of Recognized Liabilities	Gross Amount Offset in the Statement of Net Assets Available for Benefits	Net Amount of Assets Presented in the Statement of Net Assets Available for Benefits
Derivatives – Futures	\$ (54,283,335)	\$ 54,283,335	\$ -
Total	<u>\$ (54,283,335)</u>	<u>\$ 54,283,335</u>	<u>\$ -</u>

Realized and unrealized gains (losses) totaled approximately (\$6,903,000) and \$357,000, respectively, on futures contracts entered into during the year ended June 30, 2024. Realized and unrealized gains (losses) totaled approximately (\$8,151,000) and \$258,000, respectively, on futures contracts entered into during the year ended June 30, 2023. These amounts have been recorded in net appreciation in fair value of investments on the Plan's statement of changes in net assets.

J. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Market risks include global events which could impact the value of investment securities, such as a pandemic or international conflict. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**
NOTES TO FINANCIAL STATEMENTS *(continued)*

K. Non-exempt Transactions

During the Plan years ended in 2019 through 2025, the Plan used funds to pay fees totaling approximately \$3,997,000 that did not relate to the Plan. These transactions were identified by the Plan Sponsor subsequent to June 30, 2024 and were reimbursed with interest to the Plan in September 2024. These transactions are reported on the Form 5500, Schedule G, Part III – Schedule of Non-Exempt Transactions.

L. Parties-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 organization, or relatives of such persons.

Certain Plan investments are held and managed by the trustee. These investments qualify as party-in-interest transactions, which are exempt from prohibited transaction rules.

The Plan invests in shares of commingled funds managed by the trustee. Transactions in such investments, qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. The Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

M. Subsequent Events

In preparing the accompanying financial statements, management has evaluated all subsequent events and transactions for potential recognition or disclosure through April 10, 2025, the date the financial statements were available for issuance.

As disclosed in Note K, in September 2024, Plan management concluded that certain Plan expenses related to previous years should not have been paid out of Plan assets and were required to be reimbursed by the Company. As the amounts related to previous years, this amount has been recorded as a contribution receivable as of June 30, 2024.

SUPPLEMENTAL SCHEDULES

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

FORM 5500, SCHEDULE G, PART III - SCHEDULE OF NON-EXEMPT TRANSACTIONS

Year Ended June 30, 2024

EIN: 75-0372230

Plan #: 001

(a) Identity of Party	(b) Relationship to Plan, Employer, or Other Party in Interest	(c) Description of Transaction Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(g) Transaction Expense	Amount of Earnings	Total Transaction	Date of Principal Correction	Date of Earnings Correction
* Ben E. Keith Company	Plan Sponsor	Certain fees were paid by the Plan that did not relate to the Plan	\$ 3,997,243	\$ 328,122	\$ 4,325,365	9/17/2024	9/17/2024

* A party in interest as defined by ERISA

Columns (d) through (j) are not shown as they are not applicable

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

June 30, 2024

EIN: 75-0372230

Plan #: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
Commingled Funds				
*	AON Hewitt	MFO AON LONG CREDIT BOND FUND	\$ 295,837,378	\$ 247,263,106
	State Street	CF SSGA RUSSELL LARGE CAP (R) INDEX NL SF CL A	30,061,179	50,287,075
	State Street	CF SSGA GLOBAL EQUITY EX US INDEX NL SF CL A	22,322,635	30,270,007
*	AON Hewitt	AON ENHANCED LIABILITY DRIVEN INVESTING FUND - CLASS I	21,888,868	20,303,797
*	AON Hewitt	MFO AON HEWITT COLLECTIVE INVT TR 20+ YR TREAS STRIPS	35,123,576	19,009,095
*	Northern Trust	NT COLLECTIVE GOVT SHORT TERM INVT FUND	16,178,862	16,178,861
	JPMorgan	CF JPMCB STRATEGIC PROPERTY FUND	13,556,973	14,315,356
*	AON Hewitt	CF AON CORE REAL ESTATE - CLASS I	13,000,000	11,415,841
	Eaton Vance	CF MULTI ASSET CREDIT CLASS-I	8,870,131	10,001,810
	State Street	CF SSGA RUSSELL SMALL CAP (R) INDEX NL SF CL A	6,722,356	8,593,140
*	AON Hewitt	MFO AHGT HIGH YIELD PLUS BOND	615,121	668,741
*	AON Hewitt	MFO AGT GLOBAL REAL ESTATE	364,452	315,244
Total commingled funds			464,541,531	428,622,073
Derivative - Futures				
	Futures Contracts	FUT SEP 24 CBT UL T-Bonds	(27,893,426)	(28,077,000)
	Futures Contracts	FUT SEP 24 CBT UL T-Bonds	27,893,426	28,077,000
	Futures Contracts	FUT SEP 24 CBT ULT TNOTE	(15,675,537)	(15,780,844)
	Futures Contracts	FUT SEP 24 CBT ULT TNOTE	15,675,537	15,780,844
	Futures Contracts	FUT SEP 24 CBT 5Y T-NOTE	(848,812)	(852,625)
	Futures Contracts	FUT SEP 24 CBT 5Y T-NOTE	848,812	852,625
	Futures Contracts	FUT SEP 24 U.S. T-BONDS	(3,288,769)	(3,312,750)
	Futures Contracts	FUT SEP 24 U.S. T-BONDS	3,288,769	3,312,750
	Futures Contracts	FUT SEP 24 U.S. 2YR T-NOTE	7,129,026	7,147,656
	Futures Contracts	FUT SEP 24 U.S. 2YR T-NOTE	(7,129,026)	(7,147,656)
	Futures Contracts	FUT SEP 24 10 YR T-NOTES	(9,839,854)	(9,898,594)
	Futures Contracts	FUT SEP 24 10 YR T-NOTES	9,839,854	9,898,594
Total derivatives			-	-
Total investments			\$ 464,541,531	\$ 428,622,073

* A party in interest as defined by ERISA

**RETIREMENT PLAN FOR EMPLOYEES OF
BEN E. KEITH COMPANY AND ITS AFFILIATES**

FORM 5500, SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

Year Ended June 30, 2024

EIN: 75-0372230

Plan #: 001

(a)	(b)	(c)	(d)	(g)	(h)	(i)		
Identity of Party Involved	Description of Asset (Including Interest Rate and Maturity in Case of Loans)	Purchase Price	Number of Purchases	Selling Price	Number of Sales	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<u>Category (iii) Series of transactions in excess of 5% of Plan assets:</u>								
Northern Trust Company *	NT COLLECTIVE GOVT SHORT TERM INVT FD CUSIP: 66586U445	\$ 74,562,041	170	\$ -	-	\$ 74,562,041	\$ 74,562,041	\$ -
Northern Trust Company *	NT COLLECTIVE GOVT SHORT TERM INVT FD CUSIP: 66586U445	\$ -	-	\$ 72,908,087	153	\$ 72,908,087	\$ 72,908,087	\$ -

There were no category (i), (ii) or (iv) transactions during the Plan year.

Columns (e) and (f) are not applicable

* A party in interest as defined by ERISA

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26a Schedule of Active Participant Data as of July 1, 2023

Attained Age	Attained Years of Credited Service ¹										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	85	7	0	0	0	0	0	0	0	92
30-34	0	143	72	4	0	0	0	0	0	0	219
35-39	0	128	111	55	2	0	0	0	0	0	296
40-44	0	115	111	142	52	0	0	0	0	0	420
45-49	0	93	66	111	91	27	1	0	0	0	389
50-54	0	102	70	111	110	51	23	0	0	0	467
55-59	0	59	69	75	66	50	35	3	0	0	357
60-64	0	1	46	46	62	66	25	29	20	9	304
65-69	0	0	27	9	9	17	3	3	4	7	79
70 & over	0	0	1	3	9	0	3	2	0	0	18
Total	0	726	580	556	401	211	90	37	24	16	2,641

¹ Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
 EIN / PN: 75-0372230 / 001
 Plan Sponsor: Ben E. Keith Company
 Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Schedule of Active Participant Data for Frozen Benefits as of July 1, 2023

Number and average annual frozen benefit distributed by attained age and attained years of credited service

Attained Age	Attained Years of Credited Service ²										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
	-	-	-	-	-	-	-	-	-	-	-
25-29	0	85	7	0	0	0	0	0	0	0	92
	-	1,153	-	-	-	-	-	-	-	-	1,262
30-34	0	143	72	4	0	0	0	0	0	0	219
	-	1,703	3,903	-	-	-	-	-	-	-	2,528
35-39	0	128	111	55	2	0	0	0	0	0	296
	-	1,975	5,026	7,948	-	-	-	-	-	-	4,288
40-44	0	115	111	142	52	0	0	0	0	0	420
	-	2,019	5,241	9,525	13,435	-	-	-	-	-	6,821
45-49	0	93	66	111	91	27	1	0	0	0	389
	-	2,078	6,013	11,086	16,054	22,351	-	-	-	-	10,031
50-54	0	102	70	111	110	51	23	0	0	0	467
	-	2,312	5,483	10,501	19,030	25,038	44,137	-	-	-	13,213
55-59	0	59	69	75	65	50	35	3	0	0	356
	-	2,443	6,409	11,630	19,309	24,122	35,313	-	-	-	14,932
60-64	0	1	4	1	0	0	0	0	0	0	6
	-	-	-	-	-	-	-	-	-	-	-
65-69	0	0	1	1	0	0	0	0	0	0	2
	-	-	-	-	-	-	-	-	-	-	-
70 & over	0	0	0	0	1	0	0	0	0	0	1
	-	-	-	-	-	-	-	-	-	-	-
Total	0	726	511	500	321	128	59	3	0	0	2,248
	-	1,933	5,257	10,222	17,304	24,114	38,440	-	-	-	9,017

² Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
 EIN / PN: 75-0372230 / 001
 Plan Sponsor: Ben E. Keith Company
 Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month July
- Interest rate basis 3 - Segment Rates

Interest rates:	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.75%	3.22%
• Second segment rate	5.00%	4.22%
• Third segment rate	5.74%	4.34%
• Effective interest rate	5.37%	4.26%

Annual rates of increase

- Compensation 4.50%
- Future Social Security wage bases 3.75%

Administrative Expenses

The amount included this year for plan-related expenses is last year's expenses, adjusted for expected PBGC premiums, rounded to the nearest \$100,000. For 2023, the plan-related expenses added to target normal cost are \$1,300,000.

Demographic and Other Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Benefit commencement date:

- Pre-retirement death benefit At the date of death of the active participant
- Deferred vested benefit The later of age 65 or termination of employment.
- Disability benefit Not applicable.
- Retirement benefit Upon termination of employment.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN: 75-0372230 / 001
Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Form of payment	50% of participants are assumed to elect the single life annuity option, 25% are assumed to elect the joint and 50% survivor option, and 25% are assumed to elect the joint and 100% survivor option.
Percent married	It is assumed that 100% of the employees are married.
Spouse age	Wife three years younger than husband.
Covered pay	Compensation assumed paid in the current year beginning on the valuation date is the current annual rate of pay.

Demographic Assumptions

Mortality

- **Healthy**
Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2021 and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2021.
- **Disabled**
Alternative disabled life mortality tables as defined under Revenue Ruling 96-7.

Termination

Rates varying by service

Representative Termination Rates

Percentage assumed to leave during the year	
Years of Service	Rates
1	35%
2	35%
3	15%
4	12%
5	10%
6	10%
7	9%
8	8%
9	7%
10 or more	5%

Plan Name:	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN:	75-0372230 / 001
Plan Sponsor:	Ben E. Keith Company
Valuation Date:	July 1, 2023

SCHEDULE SB ATTACHMENTS

Upon reaching eligibility for early retirement, an employee's probability of termination is reduced to zero.

Disability

None assumed.

Retirement

The rates at which participants retire are shown below.

Percentage assumed to retire during the year	
Attained Age	Rates
50 - 60	1%
61 - 62	5%
63 - 64	8%
65	20%
66 - 68	22%
69	15%
70 and Over	100%

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods**Valuation date**

First day of plan year.

Funding target

Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost

Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Decrement timing

The approach used is called rounded middle of year (rounded MOY) decrement timing. Most events are assumed to occur at the middle of year during which the eligibility condition will be met or the start/end date will occur. For death and disability decrements, the rate applied is based on the participant's rounded age (nearest integer age) at the beginning of the year, to align with the methodology generally used to create those rate tables. For retirement and withdrawal decrements: the age is generally the participant's rounded age at the middle of the year.

Plan Name:	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN:	75-0372230 / 001
Plan Sponsor:	Ben E. Keith Company
Valuation Date:	July 1, 2023

SCHEDULE SB ATTACHMENTS

Actuarial value of assets

The actuarial value of assets is the average of the adjusted market value of assets for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC §430.

Benefits not valued

WTW has reviewed the plan provisions with Ben E. Keith Company and, based on that review, is not aware of any other significant benefits required to be valued that were not.

Sources of Data and Other Information

The plan sponsor through its third party administrator, furnished participant data as of July 1, 2023. Information on assets, contributions and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. In consultation with Ben E. Keith Company, the following assumptions were made for missing or apparently inconsistent data elements:

- For retiree records with a joint and survivor annuity and missing beneficiary sex, we assumed they had the opposite sex as the participant.
- For retiree records with a joint and survivor annuity and missing beneficiary dates of birth, we assumed females were three years younger than males.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Plan-related expenses

As required by regulations, plan-related expenses are calculated by estimating the expenses to be paid from the trust during the coming year (including expected PBGC premiums and actuarial, accounting, legal, administration and trustee fees to be paid from the trust).

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN: 75-0372230 / 001
Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Rates of increase in compensation

Assumed compensation increases are based on plan sponsor expectations. We relied on the plan sponsor for this assumption, as the plan sponsor has access to pertinent information related to their business and is in a better position to set this assumption. However, we believe that the assumption chosen does not significantly conflict with what would be reasonable based on the assumed future CPI and GDP growth inherent in other economic assumptions chosen, other than the discount rate.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h). For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Disabled Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h). For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Termination

Termination rates were based on an experience study conducted in 2020, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Retirement

Retirement rates were based on an experience study conducted in 2020, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Form of Payment

Optional forms of payment were based on an experience study conducted in 2020, with consideration of whether any conditions have changed that would be expected to produce different results in the future. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Plan Name:	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN:	75-0372230 / 001
Plan Sponsor:	Ben E. Keith Company
Valuation Date:	July 1, 2023

SCHEDULE SB ATTACHMENTS

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions since prior valuation

The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC§430.

The assumed mortality for healthy participants has been updated as specified in the regulations under §1.430(h)(3)-1.

The assumed plan-related expenses added to the target normal cost were changed from \$1,200,000 for the prior valuation to \$1,300,000 for the current valuation to account for higher expected expenses to be paid from the trust.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN: 75-0372230 / 001
Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

Plan Name	RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES
Plan Sponsor EIN	75-0372230
ERISA Plan No.	001
Plan Year End	6/30/2024

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4j	Schedule of Reportable Transactions

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
For calendar plan year 2023 or fiscal plan year beginning 07/01/2023 and ending 06/30/2024		
Round off amounts to nearest dollar. Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.		
A Name of plan RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES		B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF BEN E. KEITH COMPANY		D Employer Identification Number (EIN) 75-0372230
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		
Part I Basic Information		
1 Enter the valuation date: Month 07 Day 01 Year 2023		
2 Assets:		
a Market value.....		2a 438,453,629
b Actuarial value		2b 482,298,992
3 Funding target/participant count breakdown		
		(1) Number of participants (2) Vested Funding Target (3) Total Funding Target
a For retired participants and beneficiaries receiving payment		1,037 145,734,018 145,734,018
b For terminated vested participants.....		1,727 52,421,087 52,421,087
c For active participants.....		2,641 209,240,236 209,501,840
d Total		5,405 407,395,341 407,656,945
4 If the plan is in at-risk status, check the box and complete lines (a) and (b).....		
a Funding target disregarding prescribed at-risk assumptions.....		4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b
5 Effective interest rate.....		5 5.37%
6 Target normal cost		
a Present value of current plan year accruals.....		6a 10,694,325
b Expected plan-related expenses		6b 1,300,000
c Target normal cost.....		6c 11,994,325
Statement by Enrolled Actuary		
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.		
SIGN HERE	David G. Bell DGB Signature of actuary	December 31, 2024 Date
David G. Bell	Type or print name of actuary	2303180 Most recent enrollment number
Willis Towers Watson US LLC	Firm name	214-530-4200 Telephone number (including area code)
500 North Akard Suite 4300 Dallas TX 75201 Address of the firm		
If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500 or 5500-SF. Schedule SB (Form 5500) 2023 v. 230728		

Part II		Beginning of Year Carryover and Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	58,286,143
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	58,286,143
10	Interest on line 9 using prior year's actual return of <u>0.23</u> %	0	134,058
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>5.56</u> %		0
	b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	58,420,201

Part III		Funding Percentages	
14	Funding target attainment percentage	14	103.97 %
15	Adjusted funding target attainment percentage	15	118.31 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	115.43 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV		Contributions and Liquidity Shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c)
				0	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:			
a Contributions allocated toward unpaid minimum required contributions from prior years	19a		0
b Contributions made to avoid restrictions adjusted to valuation date.	19b		0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.	19c		0
20 Quarterly contributions and liquidity shortfalls:			
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No			
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No			
c If line 20a is "Yes," see instructions and complete the following table as applicable:			
Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	1st segment: 4.75 % 2nd segment: 5.00 % 3rd segment: 5.74 %	☐ N/A, full yield curve used
b	Applicable month (enter code).....	21b	0
22	Weighted average retirement age	22	65
23	Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute		
Part VI	Miscellaneous Items		
24	Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
25	Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No		
26	Demographic and benefit information		
a	Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
b	Is the plan required to provide a projection of expected benefit payments? If "Yes," see instructions regarding required attachment ...		☒ Yes ☐ No
27	If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	
Part VII	Reconciliation of Unpaid Minimum Required Contributions For Prior Years		
28	Unpaid minimum required contributions for all prior years.....	28	0
29	Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30	Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0
Part VIII	Minimum Required Contribution For Current Year		
31	Target normal cost and excess assets (see instructions):		
a	Target normal cost (line 6c).....	31a	11,994,325
b	Excess assets, if applicable, but not greater than line 31a	31b	11,994,325
32	Amortization installments:	Outstanding Balance	Installment
a	Net shortfall amortization installment	0	0
b	Waiver amortization installment	0	0
33	If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33
34	Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)....		34
			0
	Carryover balance	Prefunding balance	Total balance
35	Balances elected for use to offset funding requirement.....	0	0
36	Additional cash requirement (line 34 minus line 35)		36
37	Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	0
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39
40	Unpaid minimum required contributions for all years.....		40
41	If an election was made to use the extended amortization rule for a plan year beginning on or before December 31, 2021, check the box to indicate the first plan year for which the rule applies. ☐ 2019 ☐ 2020 ☒ 2021		

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Ben E. Keith Company
EIN/PN	75-0372230 / 001
Plan Name	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
Valuation Date	July 1, 2023
Enrolled Actuary	David G. Bell
Enrollment Number	23-03180

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22 Description of Weighted Average Retirement Age as of July 1, 2023

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
50	1.00%	1,000,000	1.000000	0.010000	0.500000
51	1.00%	990,000	0.990000	0.009900	0.504900
52	1.00%	980,100	0.980100	0.009801	0.509652
53	1.00%	970,299	0.970299	0.009703	0.514258
54	1.00%	960,596	0.960596	0.009606	0.518722
55	1.00%	950,990	0.950990	0.009510	0.523045
56	1.00%	941,480	0.941480	0.009415	0.527229
57	1.00%	932,065	0.932065	0.009321	0.531277
58	1.00%	922,745	0.922745	0.009227	0.535192
59	1.00%	913,517	0.913517	0.009135	0.538975
60	1.00%	904,382	0.904382	0.009044	0.542629
61	5.00%	895,338	0.895338	0.044767	2.730782
62	5.00%	850,571	0.850571	0.042529	2.636771
63	8.00%	808,043	0.808043	0.064643	4.072536
64	8.00%	743,399	0.743399	0.059472	3.806205
65	20.00%	683,927	0.683927	0.136785	8.891056
66	22.00%	547,142	0.547142	0.120371	7.944501
67	22.00%	426,771	0.426771	0.093890	6.290600
68	22.00%	332,881	0.332881	0.073234	4.979902
69	15.00%	259,647	0.259647	0.038947	2.687349
70	100.00%	220,700	0.220700	0.220700	15.449014
Average age at retirement					65.234595
Rounded for Schedule SB item 22					65

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
 EIN / PN: 75-0372230 / 001
 Plan Sponsor: Ben E. Keith Company
 Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions/Methods

Economic Assumptions

Interest rate basis:

- Applicable month July
- Interest rate basis 3 - Segment Rates

Interest rates:	Reflecting Corridors	Not Reflecting Corridors
• First segment rate	4.75%	3.22%
• Second segment rate	5.00%	4.22%
• Third segment rate	5.74%	4.34%
• Effective interest rate	5.37%	4.26%

Annual rates of increase

- Compensation 4.50%
- Future Social Security wage bases 3.75%

Administrative Expenses

The amount included this year for plan-related expenses is last year's expenses, adjusted for expected PBGC premiums, rounded to the nearest \$100,000. For 2023, the plan-related expenses added to target normal cost are \$1,300,000.

Demographic and Other Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Benefit commencement date:

- Pre-retirement death benefit At the date of death of the active participant
- Deferred vested benefit The later of age 65 or termination of employment.
- Disability benefit Not applicable.
- Retirement benefit Upon termination of employment.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN: 75-0372230 / 001
Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Form of payment	50% of participants are assumed to elect the single life annuity option, 25% are assumed to elect the joint and 50% survivor option, and 25% are assumed to elect the joint and 100% survivor option.
Percent married	It is assumed that 100% of the employees are married.
Spouse age	Wife three years younger than husband.
Covered pay	Compensation assumed paid in the current year beginning on the valuation date is the current annual rate of pay.

Demographic Assumptions

Mortality

- **Healthy**
Separate rates for non-annuitants (based on RP-2014 "Employees" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2021 and annuitants (based on RP-2014 "Healthy Annuitants" table without collar or amount adjustments, adjusted backward to 2006 with MP-2014, and then projected forward with a static projection as specified in the regulations under §1.430(h)(3)-1 using Scale MP-2021.
- **Disabled**
Alternative disabled life mortality tables as defined under Revenue Ruling 96-7.

Termination

Rates varying by service

Representative Termination Rates

Percentage assumed to leave during the year	
Years of Service	Rates
1	35%
2	35%
3	15%
4	12%
5	10%
6	10%
7	9%
8	8%
9	7%
10 or more	5%

Plan Name:	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN:	75-0372230 / 001
Plan Sponsor:	Ben E. Keith Company
Valuation Date:	July 1, 2023

SCHEDULE SB ATTACHMENTS

Upon reaching eligibility for early retirement, an employee's probability of termination is reduced to zero.

Disability

None assumed.

Retirement

The rates at which participants retire are shown below.

Percentage assumed to retire during the year	
Attained Age	Rates
50 - 60	1%
61 - 62	5%
63 - 64	8%
65	20%
66 - 68	22%
69	15%
70 and Over	100%

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods**Valuation date**

First day of plan year.

Funding target

Present value of accrued benefits as required by regulations under IRC §430.

Target normal cost

Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.

Decrement timing

The approach used is called rounded middle of year (rounded MOY) decrement timing. Most events are assumed to occur at the middle of year during which the eligibility condition will be met or the start/end date will occur. For death and disability decrements, the rate applied is based on the participant's rounded age (nearest integer age) at the beginning of the year, to align with the methodology generally used to create those rate tables. For retirement and withdrawal decrements: the age is generally the participant's rounded age at the middle of the year.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN: 75-0372230 / 001
Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

SCHEDULE SB ATTACHMENTS

Actuarial value of assets

The actuarial value of assets is the average of the adjusted market value of assets for each year during the last 2 years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC §430.

Benefits not valued

WTW has reviewed the plan provisions with Ben E. Keith Company and, based on that review, is not aware of any other significant benefits required to be valued that were not.

Sources of Data and Other Information

The plan sponsor through its third party administrator, furnished participant data as of July 1, 2023. Information on assets, contributions and plan provisions was supplied by the plan sponsor. Data and other information were reviewed for reasonableness and consistency, but no audit was performed. Based on discussions with the plan sponsor, assumptions or estimates were made when data were not available, and the data was adjusted to reflect any significant events that occurred between the date the data was collected and the measurement date. In consultation with Ben E. Keith Company, the following assumptions were made for missing or apparently inconsistent data elements:

- For retiree records with a joint and survivor annuity and missing beneficiary sex, we assumed they had the opposite sex as the participant.
- For retiree records with a joint and survivor annuity and missing beneficiary dates of birth, we assumed females were three years younger than males.

We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations.

Assumptions Rationale - Significant Economic Assumptions

Discount rate

The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Plan-related expenses

As required by regulations, plan-related expenses are calculated by estimating the expenses to be paid from the trust during the coming year (including expected PBGC premiums and actuarial, accounting, legal, administration and trustee fees to be paid from the trust).

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Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

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Rates of increase in compensation

Assumed compensation increases are based on plan sponsor expectations. We relied on the plan sponsor for this assumption, as the plan sponsor has access to pertinent information related to their business and is in a better position to set this assumption. However, we believe that the assumption chosen does not significantly conflict with what would be reasonable based on the assumed future CPI and GDP growth inherent in other economic assumptions chosen, other than the discount rate.

Assumptions Rationale - Significant Demographic Assumptions

Healthy Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h). For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Disabled Mortality

Assumptions used for funding purposes are as prescribed by IRC §430(h). For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Termination

Termination rates were based on an experience study conducted in 2020, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Retirement

Retirement rates were based on an experience study conducted in 2020, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Form of Payment

Optional forms of payment were based on an experience study conducted in 2020, with consideration of whether any conditions have changed that would be expected to produce different results in the future. For the reasons described above, we believe the assumptions do not significantly conflict with what would be reasonable.

Plan Name:	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
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Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions since prior valuation

The segment interest rates used to calculate the funding target and target normal cost were updated to the current valuation date as required by IRC§430.

The assumed mortality for healthy participants has been updated as specified in the regulations under §1.430(h)(3)-1.

The assumed plan-related expenses added to the target normal cost were changed from \$1,200,000 for the prior valuation to \$1,300,000 for the current valuation to account for higher expected expenses to be paid from the trust.

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Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Ben E. Keith Company

Plan

Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates

Effective Date and Most Recent Amendment

The plan was originally effective July 1, 1942. The plan was restated in its entirety effective July 1, 2014. The plan was last amended by Amendment Four (adopted August 27, 2020).

Plan Year

The twelve month period ending June 30th.

Coverage and Participation

All active employees of Ben E. Keith Company and Its Affiliates (Ben E. Keith Company of Arkansas, Oklahoma, New Mexico, etc.), are eligible to participate. All eligible employees participate upon completion of one year of service. All employees hired after July 1, 2017 are closed to participation in the plan.

Credited Service

All service except for time spent on leave of absence is covered. Special service dates apply for some branches. Credited Service is frozen as of June 30, 2018 for participants not attaining age 55 as of July 1, 2018.

Vesting Service

All service except for time spent on leave of absence is covered. Special service dates apply for some branches.

Final Average Compensation

The greater of the monthly average of (i) the final 60 consecutive months' compensation and (ii) the 5 calendar years out of the last 10 years that gives the highest average. Compensation includes substantially all amounts paid, including overtime, commissions, and bonuses. Compensation is limited to \$330,000 (indexed) as required. Final Average Compensation is frozen as of June 30, 2018 for participants not attaining age 55 as of July 1, 2018.

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Covered Compensation

A 35-year average of the Maximum Taxable Wages (MTW) under Social Security. The MTW is the annual limit on wages subject to the FICA tax for Social Security. The 35-year period ends with the year the employee reaches eligibility for an unreduced Social Security benefit (age 65, 66, or 67 depending on the year the employee was born). For years after the year of termination and prior to the end of the 35-year period, the MTW from the year of termination is used.

Normal Retirement Benefit

Normal Retirement Date: The first of the month coincident with or next following age 65 and 5 years of participation service.

Monthly Benefit: 1.1% of final average monthly compensation times credited service plus 0.65% of final average monthly compensation in excess of covered compensation times credited service up to 35 years.

Normal Form of Retirement Income: Life only.

Late Retirement

If retirement occurs after the normal retirement date, the late retirement income will be based on the greater of:

1. The normal retirement benefit calculated using credited service and final average monthly compensation as of the late retirement date.
2. The income that can be provided by the single-sum value of the retirement income payable as of normal retirement date if employment had then terminated, accumulated with interest to actual retirement.

Effective as of July 1, 2018, suspension of benefit provisions have been added for application of future accruals under the Plan.

Accrued Benefits

The participant's accrued benefit at any given date is determined under the normal retirement formula(s) shown above, but is based on current credited service, final average monthly compensation, and Social Security benefit. Accrued Benefits are frozen as of June 30, 2018 for participants not attaining age 55 as of July 1, 2018.

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Early Retirement Benefit

Eligibility: Age 50 and 10 years of credited service.

Monthly Benefit: Accrued benefit as of early retirement date multiplied by an early retirement factor due to earlier commencement of payments.

Age	Factor
65	100.0%
64	93.3
63	86.7
62	80.0
61	73.3
60	66.7
59	63.3
58	60.0
57	56.7
56	53.3
55	50.0
54	46.7
53	43.6
52	40.7
51	38.1
50	35.7

Disability Benefit

Eligibility: Total and permanent disability of participant prior to normal retirement date and after the completion of 5 years of vesting service.

Monthly Benefit Before Normal Retirement:

60% of final average monthly compensation

less

64% of Social Security Disability Income under the Social Security Law in effect as of January 1st preceding the date disability payments commenced. However, the net amount of income cannot exceed the benefit payable on his normal retirement date calculated assuming that he remains in service at his last regular rate of pay.

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Monthly Benefit After Normal Retirement: Commencing on the participant's normal retirement date, if he is then living and still disabled, the normal retirement benefit, payable for his life only, shall be calculated assuming that his service and his monthly rate of basic compensation as of his date of disability continued to his normal retirement date.

Waiting Period: Benefits will not commence until the employee has been disabled for six months and has filed a request for disability benefits with the employer.

Death of Disabled Participant Prior to Normal Retirement: Prior to normal retirement, disabled participants are entitled to a death benefit identical to the one for active employees. This is determined as if the disabled participant had remained in service until his date of death and his last rate of pay had continued unchanged.

Vested Benefits Upon Termination of Service

Vesting: A participant is 100% vested upon completion of 5 years of vesting service.

Termination Benefit: The termination benefit is equal to the vested accrued benefit, payable in the normal form, commencing at normal retirement date. This benefit includes a death benefit for the period between termination and the date retirement payments commence. Such death benefit is equal to the actuarial present value of the deferred accrued benefit, determined as of the termination date, accumulated with interest until the date of death.

Optionally, the participant may elect to receive an actuarially reduced benefit commencing prior to normal retirement date.

Death Benefits for Participants in Active Service

Eligibility: Five years of vesting service.

Benefit: Effective as of January 1, 2019, the participant's beneficiary will receive a lump sum that is equal to the present value of the accrued benefit.

If death occurs after normal retirement but prior to actual retirement, the participant's beneficiary will receive a benefit equal in value to the late retirement benefit described above that the participant would have received had he retired as of his date of death.

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Optional Forms of Retirement Income in Lieu of Normal Form

The plan provides optional payment forms, including the qualified Joint and Contingent benefit for married employees, on an actuarially equivalent basis. Actuarial equivalence for this purpose is based on an interest rate of 6.00% and the UP-1984 Mortality Table. Lump-sum distributions are allowed, but only if the lump sum is less than \$10,000.

Pension Increases

None.

Plan Participants' Contributions

They are not required or permitted.

Special Provisions for Certain Arkansas Employees

Arkansas employees who are vested and had earned a benefit under the Retirement Plan for Employees of Ben E. Keith Company of Arkansas as of June 30, 1989, are entitled to that accrued benefit plus any benefit earned under the Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates for service after June 30, 1989.

Changes in Plan Provisions since Last Actuarial Valuation

None.

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Schedule SB, Line 26a Schedule of Active Participant Data as of July 1, 2023

Attained Age	Attained Years of Credited Service ¹										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
25-29	0	85	7	0	0	0	0	0	0	0	92
30-34	0	143	72	4	0	0	0	0	0	0	219
35-39	0	128	111	55	2	0	0	0	0	0	296
40-44	0	115	111	142	52	0	0	0	0	0	420
45-49	0	93	66	111	91	27	1	0	0	0	389
50-54	0	102	70	111	110	51	23	0	0	0	467
55-59	0	59	69	75	66	50	35	3	0	0	357
60-64	0	1	46	46	62	66	25	29	20	9	304
65-69	0	0	27	9	9	17	3	3	4	7	79
70 & over	0	0	1	3	9	0	3	2	0	0	18
Total	0	726	580	556	401	211	90	37	24	16	2,641

¹ Age and service for purposes of determining category are based on exact (not rounded) values.

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
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Schedule of Active Participant Data for Frozen Benefits as of July 1, 2023

Number and average annual frozen benefit distributed by attained age and attained years of credited service

Attained Age	Attained Years of Credited Service ²										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Over	
Under 25	0	0	0	0	0	0	0	0	0	0	0
	-	-	-	-	-	-	-	-	-	-	-
25-29	0	85	7	0	0	0	0	0	0	0	92
	-	1,153	-	-	-	-	-	-	-	-	1,262
30-34	0	143	72	4	0	0	0	0	0	0	219
	-	1,703	3,903	-	-	-	-	-	-	-	2,528
35-39	0	128	111	55	2	0	0	0	0	0	296
	-	1,975	5,026	7,948	-	-	-	-	-	-	4,288
40-44	0	115	111	142	52	0	0	0	0	0	420
	-	2,019	5,241	9,525	13,435	-	-	-	-	-	6,821
45-49	0	93	66	111	91	27	1	0	0	0	389
	-	2,078	6,013	11,086	16,054	22,351	-	-	-	-	10,031
50-54	0	102	70	111	110	51	23	0	0	0	467
	-	2,312	5,483	10,501	19,030	25,038	44,137	-	-	-	13,213
55-59	0	59	69	75	65	50	35	3	0	0	356
	-	2,443	6,409	11,630	19,309	24,122	35,313	-	-	-	14,932
60-64	0	1	4	1	0	0	0	0	0	0	6
	-	-	-	-	-	-	-	-	-	-	-
65-69	0	0	1	1	0	0	0	0	0	0	2
	-	-	-	-	-	-	-	-	-	-	-
70 & over	0	0	0	0	1	0	0	0	0	0	1
	-	-	-	-	-	-	-	-	-	-	-
Total	0	726	511	500	321	128	59	3	0	0	2,248
	-	1,933	5,257	10,222	17,304	24,114	38,440	-	-	-	9,017

² Age and service for purposes of determining category are based on exact (not rounded) values.

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Schedule SB, Line 26b Schedule of Projection of Expected Benefit Payments

Plan Year	Active Participants	Terminated Vested Participants	Retired Participants and Beneficiaries Receiving Payments	Total
2023	1,913,012	414,562	13,142,051	15,469,625
2024	3,621,617	588,488	12,940,102	17,150,207
2025	5,112,563	815,855	12,702,697	18,631,115
2026	6,505,808	1,127,212	12,423,116	20,056,136
2027	7,887,006	1,411,583	12,150,578	21,449,167
2028	9,215,183	1,614,522	11,882,336	22,712,041
2029	10,485,941	1,865,935	11,593,985	23,945,861
2030	11,631,705	2,147,313	11,262,984	25,042,002
2031	12,614,840	2,389,819	10,904,134	25,908,793
2032	13,517,407	2,650,154	10,537,853	26,705,414
2033	14,329,100	2,887,864	10,148,189	27,365,153
2034	15,072,774	3,090,313	9,734,097	27,897,184
2035	15,755,480	3,367,308	9,295,900	28,418,688
2036	16,393,511	3,648,734	8,835,204	28,877,449
2037	16,950,579	3,938,057	8,354,199	29,242,835
2038	17,405,472	4,182,940	7,855,661	29,444,073
2039	17,839,511	4,401,430	7,342,875	29,583,816
2040	18,236,295	4,668,896	6,819,563	29,724,754
2041	18,521,681	4,880,564	6,289,955	29,692,200
2042	18,694,500	5,003,970	5,758,794	29,457,264
2043	18,833,840	5,089,936	5,231,236	29,155,012
2044	18,791,375	5,211,815	4,712,746	28,715,936
2045	18,714,103	5,344,367	4,208,966	28,267,436
2046	18,568,937	5,420,721	3,725,403	27,715,061
2047	18,326,801	5,509,654	3,267,194	27,103,649
2048	17,905,619	5,595,888	2,838,923	26,340,430
2049	17,459,579	5,610,955	2,444,319	25,514,853
2050	16,904,767	5,568,355	2,085,989	24,559,111
2051	16,283,503	5,500,375	1,765,295	23,549,173

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
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Plan Sponsor: Ben E. Keith Company
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Plan Year	Active Participants	Terminated Vested Participants	Retired Participants and Beneficiaries Receiving Payments	Total
2052	15,630,252	5,434,806	1,482,326	22,547,384
2053	14,912,671	5,326,729	1,236,036	21,475,436
2054	14,138,244	5,177,676	1,024,465	20,340,385
2055	13,360,655	5,007,248	844,959	19,212,862
2056	12,566,474	4,811,744	694,397	18,072,615
2057	11,762,377	4,602,115	569,408	16,933,900
2058	10,970,215	4,371,429	466,561	15,808,205
2059	10,173,484	4,123,750	382,538	14,679,772
2060	9,399,074	3,865,808	314,251	13,579,133
2061	8,641,790	3,607,480	258,941	12,508,211
2062	7,914,042	3,353,435	214,207	11,481,684
2063	7,217,756	3,103,036	178,020	10,498,812
2064	6,556,840	2,858,659	148,712	9,564,211
2065	5,932,223	2,621,819	124,926	8,678,968
2066	5,344,864	2,393,404	105,559	7,843,827
2067	4,794,979	2,174,192	89,721	7,058,892
2068	4,282,653	1,964,859	76,701	6,324,213
2069	3,807,438	1,765,953	65,930	5,639,321
2070	3,368,681	1,577,910	56,956	5,003,547
2071	2,965,477	1,401,063	49,426	4,415,966
2072	2,596,744	1,235,667	43,062	3,875,473

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Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Ben E. Keith Company
EIN/PN	75-0372230 / 001
Plan Name	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
Valuation Date	July 1, 2023
Enrolled Actuary	David G. Bell
Enrollment Number	23-03180

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

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Schedule SB, Line 22 Description of Weighted Average Retirement Age as of July 1, 2023

The average retirement age for Line 22 was calculated by creating a hypothetical life table with retirement as the only decrement, and then computing the average retirement age for the table.

x	q_x^r	l_x	${}_{x-55}p_{55} = l_x / l_{55}$	$q_x^r * l_x / l_{55}$	$x * q_x^r * l_x / l_{55}$
50	1.00%	1,000,000	1.000000	0.010000	0.500000
51	1.00%	990,000	0.990000	0.009900	0.504900
52	1.00%	980,100	0.980100	0.009801	0.509652
53	1.00%	970,299	0.970299	0.009703	0.514258
54	1.00%	960,596	0.960596	0.009606	0.518722
55	1.00%	950,990	0.950990	0.009510	0.523045
56	1.00%	941,480	0.941480	0.009415	0.527229
57	1.00%	932,065	0.932065	0.009321	0.531277
58	1.00%	922,745	0.922745	0.009227	0.535192
59	1.00%	913,517	0.913517	0.009135	0.538975
60	1.00%	904,382	0.904382	0.009044	0.542629
61	5.00%	895,338	0.895338	0.044767	2.730782
62	5.00%	850,571	0.850571	0.042529	2.636771
63	8.00%	808,043	0.808043	0.064643	4.072536
64	8.00%	743,399	0.743399	0.059472	3.806205
65	20.00%	683,927	0.683927	0.136785	8.891056
66	22.00%	547,142	0.547142	0.120371	7.944501
67	22.00%	426,771	0.426771	0.093890	6.290600
68	22.00%	332,881	0.332881	0.073234	4.979902
69	15.00%	259,647	0.259647	0.038947	2.687349
70	100.00%	220,700	0.220700	0.220700	15.449014
Average age at retirement					65.234595
Rounded for Schedule SB item 22					65

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
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Schedule SB, Line 26b Schedule of Projection of Expected Benefit Payments

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2025	5,112,563	815,855	12,702,697	18,631,115
2026	6,505,808	1,127,212	12,423,116	20,056,136
2027	7,887,006	1,411,583	12,150,578	21,449,167
2028	9,215,183	1,614,522	11,882,336	22,712,041
2029	10,485,941	1,865,935	11,593,985	23,945,861
2030	11,631,705	2,147,313	11,262,984	25,042,002
2031	12,614,840	2,389,819	10,904,134	25,908,793
2032	13,517,407	2,650,154	10,537,853	26,705,414
2033	14,329,100	2,887,864	10,148,189	27,365,153
2034	15,072,774	3,090,313	9,734,097	27,897,184
2035	15,755,480	3,367,308	9,295,900	28,418,688
2036	16,393,511	3,648,734	8,835,204	28,877,449
2037	16,950,579	3,938,057	8,354,199	29,242,835
2038	17,405,472	4,182,940	7,855,661	29,444,073
2039	17,839,511	4,401,430	7,342,875	29,583,816
2040	18,236,295	4,668,896	6,819,563	29,724,754
2041	18,521,681	4,880,564	6,289,955	29,692,200
2042	18,694,500	5,003,970	5,758,794	29,457,264
2043	18,833,840	5,089,936	5,231,236	29,155,012
2044	18,791,375	5,211,815	4,712,746	28,715,936
2045	18,714,103	5,344,367	4,208,966	28,267,436
2046	18,568,937	5,420,721	3,725,403	27,715,061
2047	18,326,801	5,509,654	3,267,194	27,103,649
2048	17,905,619	5,595,888	2,838,923	26,340,430
2049	17,459,579	5,610,955	2,444,319	25,514,853
2050	16,904,767	5,568,355	2,085,989	24,559,111
2051	16,283,503	5,500,375	1,765,295	23,549,173

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
EIN / PN: 75-0372230 / 001
Plan Sponsor: Ben E. Keith Company
Valuation Date: July 1, 2023

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Plan Year	Active Participants	Terminated Vested Participants	Retired Participants and Beneficiaries Receiving Payments	Total
2052	15,630,252	5,434,806	1,482,326	22,547,384
2053	14,912,671	5,326,729	1,236,036	21,475,436
2054	14,138,244	5,177,676	1,024,465	20,340,385
2055	13,360,655	5,007,248	844,959	19,212,862
2056	12,566,474	4,811,744	694,397	18,072,615
2057	11,762,377	4,602,115	569,408	16,933,900
2058	10,970,215	4,371,429	466,561	15,808,205
2059	10,173,484	4,123,750	382,538	14,679,772
2060	9,399,074	3,865,808	314,251	13,579,133
2061	8,641,790	3,607,480	258,941	12,508,211
2062	7,914,042	3,353,435	214,207	11,481,684
2063	7,217,756	3,103,036	178,020	10,498,812
2064	6,556,840	2,858,659	148,712	9,564,211
2065	5,932,223	2,621,819	124,926	8,678,968
2066	5,344,864	2,393,404	105,559	7,843,827
2067	4,794,979	2,174,192	89,721	7,058,892
2068	4,282,653	1,964,859	76,701	6,324,213
2069	3,807,438	1,765,953	65,930	5,639,321
2070	3,368,681	1,577,910	56,956	5,003,547
2071	2,965,477	1,401,063	49,426	4,415,966
2072	2,596,744	1,235,667	43,062	3,875,473

Plan Name: Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
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 Plan Sponsor: Ben E. Keith Company
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SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Plan Sponsor

Ben E. Keith Company

Plan

Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates

Effective Date and Most Recent Amendment

The plan was originally effective July 1, 1942. The plan was restated in its entirety effective July 1, 2014. The plan was last amended by Amendment Four (adopted August 27, 2020).

Plan Year

The twelve month period ending June 30th.

Coverage and Participation

All active employees of Ben E. Keith Company and Its Affiliates (Ben E. Keith Company of Arkansas, Oklahoma, New Mexico, etc.), are eligible to participate. All eligible employees participate upon completion of one year of service. All employees hired after July 1, 2017 are closed to participation in the plan.

Credited Service

All service except for time spent on leave of absence is covered. Special service dates apply for some branches. Credited Service is frozen as of June 30, 2018 for participants not attaining age 55 as of July 1, 2018.

Vesting Service

All service except for time spent on leave of absence is covered. Special service dates apply for some branches.

Final Average Compensation

The greater of the monthly average of (i) the final 60 consecutive months' compensation and (ii) the 5 calendar years out of the last 10 years that gives the highest average. Compensation includes substantially all amounts paid, including overtime, commissions, and bonuses. Compensation is limited to \$330,000 (indexed) as required. Final Average Compensation is frozen as of June 30, 2018 for participants not attaining age 55 as of July 1, 2018.

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Covered Compensation

A 35-year average of the Maximum Taxable Wages (MTW) under Social Security. The MTW is the annual limit on wages subject to the FICA tax for Social Security. The 35-year period ends with the year the employee reaches eligibility for an unreduced Social Security benefit (age 65, 66, or 67 depending on the year the employee was born). For years after the year of termination and prior to the end of the 35-year period, the MTW from the year of termination is used.

Normal Retirement Benefit

Normal Retirement Date: The first of the month coincident with or next following age 65 and 5 years of participation service.

Monthly Benefit: 1.1% of final average monthly compensation times credited service plus 0.65% of final average monthly compensation in excess of covered compensation times credited service up to 35 years.

Normal Form of Retirement Income: Life only.

Late Retirement

If retirement occurs after the normal retirement date, the late retirement income will be based on the greater of:

1. The normal retirement benefit calculated using credited service and final average monthly compensation as of the late retirement date.
2. The income that can be provided by the single-sum value of the retirement income payable as of normal retirement date if employment had then terminated, accumulated with interest to actual retirement.

Effective as of July 1, 2018, suspension of benefit provisions have been added for application of future accruals under the Plan.

Accrued Benefits

The participant's accrued benefit at any given date is determined under the normal retirement formula(s) shown above, but is based on current credited service, final average monthly compensation, and Social Security benefit. Accrued Benefits are frozen as of June 30, 2018 for participants not attaining age 55 as of July 1, 2018.

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Early Retirement Benefit

Eligibility: Age 50 and 10 years of credited service.

Monthly Benefit: Accrued benefit as of early retirement date multiplied by an early retirement factor due to earlier commencement of payments.

Age	Factor
65	100.0%
64	93.3
63	86.7
62	80.0
61	73.3
60	66.7
59	63.3
58	60.0
57	56.7
56	53.3
55	50.0
54	46.7
53	43.6
52	40.7
51	38.1
50	35.7

Disability Benefit

Eligibility: Total and permanent disability of participant prior to normal retirement date and after the completion of 5 years of vesting service.

Monthly Benefit Before Normal Retirement:

60% of final average monthly compensation

less

64% of Social Security Disability Income under the Social Security Law in effect as of January 1st preceding the date disability payments commenced. However, the net amount of income cannot exceed the benefit payable on his normal retirement date calculated assuming that he remains in service at his last regular rate of pay.

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Monthly Benefit After Normal Retirement: Commencing on the participant's normal retirement date, if he is then living and still disabled, the normal retirement benefit, payable for his life only, shall be calculated assuming that his service and his monthly rate of basic compensation as of his date of disability continued to his normal retirement date.

Waiting Period: Benefits will not commence until the employee has been disabled for six months and has filed a request for disability benefits with the employer.

Death of Disabled Participant Prior to Normal Retirement: Prior to normal retirement, disabled participants are entitled to a death benefit identical to the one for active employees. This is determined as if the disabled participant had remained in service until his date of death and his last rate of pay had continued unchanged.

Vested Benefits Upon Termination of Service

Vesting: A participant is 100% vested upon completion of 5 years of vesting service.

Termination Benefit: The termination benefit is equal to the vested accrued benefit, payable in the normal form, commencing at normal retirement date. This benefit includes a death benefit for the period between termination and the date retirement payments commence. Such death benefit is equal to the actuarial present value of the deferred accrued benefit, determined as of the termination date, accumulated with interest until the date of death.

Optionally, the participant may elect to receive an actuarially reduced benefit commencing prior to normal retirement date.

Death Benefits for Participants in Active Service

Eligibility: Five years of vesting service.

Benefit: Effective as of January 1, 2019, the participant's beneficiary will receive a lump sum that is equal to the present value of the accrued benefit.

If death occurs after normal retirement but prior to actual retirement, the participant's beneficiary will receive a benefit equal in value to the late retirement benefit described above that the participant would have received had he retired as of his date of death.

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Optional Forms of Retirement Income in Lieu of Normal Form

The plan provides optional payment forms, including the qualified Joint and Contingent benefit for married employees, on an actuarially equivalent basis. Actuarial equivalence for this purpose is based on an interest rate of 6.00% and the UP-1984 Mortality Table. Lump-sum distributions are allowed, but only if the lump sum is less than \$10,000.

Pension Increases

None.

Plan Participants' Contributions

They are not required or permitted.

Special Provisions for Certain Arkansas Employees

Arkansas employees who are vested and had earned a benefit under the Retirement Plan for Employees of Ben E. Keith Company of Arkansas as of June 30, 1989, are entitled to that accrued benefit plus any benefit earned under the Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates for service after June 30, 1989.

Changes in Plan Provisions since Last Actuarial Valuation

None.

Plan Name:	Retirement Plan for Employees of Ben E. Keith Company and Its Affiliates
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Plan Sponsor:	Ben E. Keith Company
Valuation Date:	July 1, 2023

Plan Name	RETIREMENT PLAN FOR EMPLOYEES OF BEN E. KEITH COMPANY AND ITS AFFILIATES
Plan Sponsor EIN	75-0372230
ERISA Plan No.	001
Plan Year End	6/30/2024

The required attachment noted below is included within the Accountant's Opinion attachment to the Form 5500 Schedule H, Part III, which consists of the entire Audit report issued by the Plan's Independent Qualified Public Accountant (IQPA).

Form/Schedule	Line Item	Description
5500 Schedule H	Line 4i	Schedule of Assets (Held at End of Year)