

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

Part I Annual Report Identification Information

For calendar plan year 2023 or fiscal plan year beginning 10/01/2023 and ending 09/30/2024

- 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.) [x] a single-employer plan [] a DFE (specify) ____
B This return/report is: [] the first return/report [] the final return/report [] an amended return/report [] a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. []
D Check box if filing under: [x] 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

Table with 4 columns: Field ID, Field Description, Field Value, and Field ID. Includes rows for 1a Name of plan, 1b Three-digit plan number, 1c Effective date of plan, 2a Plan sponsor's name, 2b Employer Identification Number, 2c Plan Sponsor's telephone number, and 2d Business code.

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

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

Table for signatures with 4 columns: SIGN HERE, Signature of plan administrator, Date, and Enter name of individual signing as plan administrator. Includes rows for plan administrator, employer/plan sponsor, and DFE.

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

Form 5500 (2023) v. 230707

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	143
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	105
	6a(2)	109
	6b	3
	6c	29
	6d	141
	6e	0
	6f	141
	6g(1)	141
6g(2)	141	
6h	10	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	

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

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

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

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

a Pension Schedules	b General Schedules
(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> H (Financial Information)
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> I (Financial Information – Small Plan)
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input type="checkbox"/> A (Insurance Information) – Number Attached _____
(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____	(4) <input type="checkbox"/> C (Service Provider Information)
(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	(5) <input type="checkbox"/> D (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> 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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2023 or fiscal plan year beginning 10/01/2023 and ending 09/30/2024	
A Name of plan BCP DAGNY HOLDINGS INC EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BCP DAGNY HOLDINGS INC	D Employer Identification Number (EIN) 83-2002560

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a	0	22844
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	299326	0
(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)		
(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)	19210000	17980000
(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	19509326	18002844
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	815793	792704
k Total liabilities (add all amounts in lines 1g through 1j)	1k	815793	792704
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	18693533	17210140

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)	75709	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2)	2a(3)		75709
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends:			
(A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A), (B), and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-1230000	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-1154291

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	306586	
(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)		306586
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		22516
i Administrative expenses:			
(1) Salaries and allowances.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		329102

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-1483393
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: **LB CARLSON, LLP**

(2) EIN: **41-1504933**

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.)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
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.)		X	
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.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
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?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
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.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning **10/01/2023** and ending **09/30/2024**

A Name of plan BCP DAGNY HOLDINGS INC EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN)	002
C Plan sponsor's name as shown on line 2a of Form 5500 BCP DAGNY HOLDINGS INC	D Employer Identification Number (EIN) 83-2002560	

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
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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): **33-6134835**

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	
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Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c	

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? Yes No N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. Increase Decrease Both No

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? Yes No

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

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

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

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

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

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

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? Yes No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:
 Yes.
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
 No. Other. Provide explanation.....

Part VII IRS Compliance Questions

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? Yes No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/___ (MM/DD/YYYY) and the Opinion Letter serial number _____.

**BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL INFORMATION
SEPTEMBER 30, 2024 AND 2023**



Certified Public Accountants Business Consultants

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and the Trustee
BCP DAGNY HOLDINGS, INC. EMPLOYEE STOCK OWNERSHIP PLAN
Deerfield, Wisconsin

Opinion

We have audited the accompanying financial statements of BCP Dagny Holdings, Inc. Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the *Employee Retirement Income Security Act of 1974 (ERISA)*, which comprise the statement of net assets available for benefits as of September 30, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the net assets available for benefits of the Plan as of September 30, 2024, and the changes in its net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

Plan 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

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

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 plan management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgement, 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.

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

Other Matter – Supplemental Schedule Required by ERISA

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule H – Line 4(i) – Schedule of Assets (Held End of Year), as of September 30, 2024 on page 17, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is supplemental information required by the Department of Labor (DOL) *Rules and Regulations for Reporting and Disclosure Under ERISA*. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule has been subjected to the 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 auditing standards generally accepted in the United States of America.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the DOL's *Rules and Regulations for Reporting and Disclosure Under ERISA*.

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the DOL's *Rules and Regulations for Reporting and Disclosure Under ERISA*.

Emphasis of Matter

The primary asset of the Plan is its investment in the common stock of BCP Dagny Holdings, Inc. (the Company). As described in Notes 2, 3, and 4 to the financial statements, based on an independent appraisal, the Trustee has determined the fair value of the investment in the Company's common stock recorded in the accompanying financial statements.

2023 Financial Statements

The financial statements of the Plan as of September 30, 2023 were audited by other auditors, whose report dated June 27, 2024, expressed an unmodified opinion on those statements.

Respectfully submitted,

A handwritten signature in black ink that reads "LB Carlson, LLP". The signature is written in a cursive, flowing style.

LB Carlson, LLP
Minneapolis, Minnesota

July 14, 2025

**BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
SEPTEMBER 30, 2024 AND 2023**

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Cash	\$ 22,844	\$ –	\$ 22,844	\$ 299,326	\$ –	\$ 299,326
Investment in BCP Dagny Holdings, Inc. common stock, at estimated fair value	<u>3,828,353</u>	<u>14,151,647</u>	<u>17,980,000</u>	<u>3,460,258</u>	<u>15,749,742</u>	<u>19,210,000</u>
Total assets	3,851,197	14,151,647	18,002,844	3,759,584	15,749,742	19,509,326
Liabilities and Net Assets Available for Benefits						
Liabilities						
Loan payable	<u>–</u>	<u>792,704</u>	<u>792,704</u>	<u>–</u>	<u>815,793</u>	<u>815,793</u>
Net assets available for benefits	<u><u>\$ 3,851,197</u></u>	<u><u>\$ 13,358,943</u></u>	<u><u>\$ 17,210,140</u></u>	<u><u>\$ 3,759,584</u></u>	<u><u>\$ 14,933,949</u></u>	<u><u>\$ 18,693,533</u></u>

See notes to financial statements.

**BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED SEPTEMBER 30, 2024 AND 2023**

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Additions to net assets						
Investment income						
Net unrealized appreciation (depreciation) in estimated fair value of investment	\$ (221,557)	\$ (1,008,443)	\$ (1,230,000)	\$ 409,586	\$ 2,370,414	\$ 2,780,000
Employer contributions	30,104	45,605	75,709	278,195	45,605	323,800
Allocation of 32,795 shares in both 2024 and 2023, respectively, of BCP Dagny Holdings, Inc. common stock, at estimated fair value	589,652	–	589,652	629,990	–	629,990
Total additions (deductions)	398,199	(962,838)	(564,639)	1,317,771	2,416,019	3,733,790
Deductions from net assets						
Interest expense	–	22,516	22,516	–	23,136	23,136
Distributions	306,586	–	306,586	34,856	–	34,856
Allocation of 32,795 shares in both 2024 and 2023, respectively, of BCP Dagny Holdings, Inc. common stock, at estimated fair value	–	589,652	589,652	–	629,990	629,990
Total deductions	306,586	612,168	918,754	34,856	653,126	687,982
Net increase (decrease)	91,613	(1,575,006)	(1,483,393)	1,282,915	1,762,893	3,045,808
Net assets available for benefits						
Beginning of year	3,759,584	14,933,949	18,693,533	2,476,669	13,171,056	15,647,725
End of year	<u>\$ 3,851,197</u>	<u>\$ 13,358,943</u>	<u>\$ 17,210,140</u>	<u>\$ 3,759,584</u>	<u>\$ 14,933,949</u>	<u>\$ 18,693,533</u>

See notes to financial statements.

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 1 SUMMARY DESCRIPTION OF THE PLAN

The following brief description of the BCP Dagny Holdings, Inc. Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for complete information.

General

The Plan is a defined contribution plan covering the employees of BCP Dagny Holdings, Inc. (the Company). The purpose of the Plan is to enable participating employees to acquire a beneficial interest in the Company in order that they may share in the growth and prosperity of the Company and accumulate capital for future economic benefit.

The Plan became effective October 1, 2017, with the most recent amendment and restatement effective October 1, 2018. The Plan is subject to the applicable provisions of the Department of Labor's (DOL) *Rules and Regulations for Reporting and Disclosure Under the Employee Retirement Income Security Act of 1974 (ERISA)*, as amended. The Plan is qualified as a leveraged Employee Stock Ownership Plan (ESOP) and is designed to comply with Section 4975(e)(7) and regulations thereunder of the Internal Revenue Code (IRC) of 1986, as amended, and also qualifies for preferred tax treatment under Section 401(a) of the IRC. The Plan is administered by the Company's external Trustee (the Trustee). The Trustee has overall responsibility for the operation and administration of the Plan. The Trustee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

The Plan purchased certain company common stock through a loan payable (see Note 5) to the Company, which is held in a trust established under the Plan. The borrowings are to be repaid over a period of 30 years by fully deductible company contributions to the trust fund. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

The borrowings are collateralized by the unallocated shares of common stock. The lender has no rights against shares of common stock once they are allocated to participants in accordance with the terms of the Plan. Accordingly, the financial statements of the Plan as of September 30, 2024 and 2023, and for the years then ended, present separately the assets and liabilities and changes therein pertaining to:

1. The accounts of employees with vested rights in allocated common stock (allocated)
2. Common stock not yet allocated to employees (unallocated)

Eligibility and Participation

Substantially all employees over the age of 18 of the Company become participants in the Plan on or after the entry dates (first day of the month subsequent to achieving the eligibility requirements) coinciding with or next following the completion of six consecutive months of service, defined as the completion of 500 hours of service, or upon completion of a year of service, defined as completion of 1,000 hours of service. Participants who have not worked at least 500 hours of service during a plan year, or are not employed on the last working day of a plan year, are generally not eligible for an allocation of company contributions for such year.

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 1 **SUMMARY DESCRIPTION OF THE PLAN – Continued**

Employer Contributions

The Company may make contributions as determined by the Company's Board of Directors. These employer contributions may be paid in cash or shares of company common stock. Generally, it is the Company's intention to make annual contributions to the Plan in the amount necessary to, at a minimum, satisfy the BCP Dagny Holdings Inc. Employee Stock Ownership Trust's (the Trust) annual exempt loan payment obligation.

Voting Rights

For certain corporate matters, participants are entitled to voting rights attributable to the shares allocated to his or her account and are notified by the Trustee prior to the time that such rights are to be exercised. The Trustee is not permitted to vote any unallocated share for which instructions have not been given by a participant. The Trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of plan participants and beneficiaries.

Participant Accounts

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

Vesting and Distribution of Benefits

Vesting in the Company's contribution portion of participants' accounts are based on continuous years of service and increases to 100 percent after four years of service as defined by the Plan document. Plan participants become fully vested if employment is terminated after age 65 regardless of the number of years of service, or as a result of death or total disability at any age.

Upon termination of employment, a participant is eligible for payment of their vested account balance. If a participant leaves employment, due to retirement, death, or disability, they become 100 percent vested in their account balance. Benefit distributions are paid in cash.

In the event of a participant's termination of service, the vested account balance will be distributed. The Trust maintains a mandatory cash-out of benefits threshold for vested amounts of \$1,000 or less. If the balance exceeds \$1,000, at the direction of the participant, the mandatory cash-out may be made in the form of a cash payment, or a direct rollover to another qualified plan or an individual retirement account. In certain instances, the Trust may elect to delay payment according to the terms of the distribution policy.

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 1 **SUMMARY DESCRIPTION OF THE PLAN – Continued**

Diversification

Diversification is offered to participants close to retirement age so that they may have the opportunity to move part of the value of their investment in company common stock into investments that are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of the value of the participant's company stock account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive either a cash distribution, or it may be transferred to another investment retirement account.

Rights and Options on Distributed Shares of Common Stock

Under federal income tax regulations, the Company's common stock that is held by the Plan and its participants and is not readily tradeable on an established market or is subject to trading limitations, includes a put option or mandatory buy-back provision. The Trust or the Company, as the case may be, must purchase the shares distributed to a participant or to a beneficiary at their fair value effective on the same day as the distribution occurs. Fair value is representative of the current appraised value of the stock. The terms of payment for the shares to be purchased may be either in lump sum or in up to five equal annual installments (plus interest), as determined by the Trustee.

Forfeitures

During the year in which a participant experiences a termination of employment, the nonvested portion of their benefit is forfeited. If the participant transfers classification as an eligible employee to an ineligible employee, the participant continues to vest until the account is distributed. If a terminated participant is reemployed by the Company, the participant is subject to the Break in Service rules as defined by the Plan and may be eligible to have the forfeited amounts restored. Forfeited amounts may be used to pay administrative expenses incurred by the Plan, reduce future contributions, restore forfeitures of participants' accounts, or may be allocated to the remaining active participants in the same manner as employer contributions are allocated. Forfeitures allocated to participants during the years ended September 30, 2024 and 2023 totaled \$15,941 and \$738, respectively. There were no forfeited nonvested accounts that remained unallocated as of September 30, 2024 and 2023.

Administration

The Plan is administered by the Trustee. Company contributions are held and managed by the Trustee, which invests cash received, interest, and dividend income, and makes distributions to participants. Certain administrative functions are performed by a compensated third party administrator, while other administrative functions are performed by officers or employees of the Company, for which no such officer or employee receives compensation from the Plan. Administrative expenses of the Plan are paid by the Company. The Plan assets are invested and controlled by the Trustee.

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 1 SUMMARY DESCRIPTION OF THE PLAN – Continued

Dividends

Dividends on company stock, at the discretion of the Company, may be paid directly to plan participants. During the years ended September 30, 2024 and 2023, there were no dividends paid by the Company to the Plan.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Fair Value of Financial Instruments

The Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest level of priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy under the FASB ASC 820-10 are as described below:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	Inputs to the valuation methodology include: <ul style="list-style-type: none">• quoted prices for similar assets or liabilities in active markets;• quoted prices for identical or similar assets or liabilities in inactive markets;• inputs other than quoted prices that are observable for the assets or liability;• inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2024 and 2023.

The Trust has certain financial instruments, which are carried at their fair value, but are not held for trading purposes. The Company's common stock is valued at each year-end at fair value as determined by the Trustee, based on an annual independent appraisal.

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES – Continued

Fair Value of Financial Instruments - Continued

The appraisal was based on a combination of various valuation techniques, including the guideline public company method, the asset method, and the discounted cash flow method, taking into account unobservable inputs, such as historical and projected cash flows, net income, return on net assets, return on equity, market comparables, weighted average cost of capital, discount for lack of marketability, and estimated fair value of company assets and liabilities. The change in value of the common stock is recognized as investment income on the accompanying Statements of Changes in Net Assets Available for Benefits.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value, or reflective of future fair values. Furthermore, while the Trustee believes the value concluded by the annual appraisal is appropriate and consistent with all governing rules and regulations, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Basis of Accounting

The Plan's financial statements have been prepared on the accrual basis of accounting. Benefits are recorded when paid.

Accounting Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, requires management and/or the Trustee to make estimates and assumptions that affect the reported amounts of net assets available for benefits and the changes therein, and the disclosures of contingent assets and liabilities. The valuation of investment assets and income include significant estimates, which may change in the near term. It is also at least reasonably possible that actual results could differ from other estimates used.

Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (allocated) and (b) stock not yet allocated to employees (unallocated), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Uncertain Tax Positions

The Plan follows recognition requirements for uncertain income tax positions as required by the FASB ASC 740-10. Income tax benefits are recognized for income tax positions taken, or expected to be taken in a tax return, only when it is determined that the income tax position will more-likely-than-not be sustained upon examination by taxing authorities. The Plan has analyzed tax positions taken for filing with the Internal Revenue Service (IRS), the DOL's Employee Benefits Security Administration, and the state jurisdiction where it operates. The Plan believes that income tax filing positions will be sustained upon examination, and does not anticipate any adjustments that would result in a material adverse effect on the Plan's financial condition, results of operations, or cash flows. Accordingly, the Plan has not recorded any

**BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023**

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES – Continued

Uncertain Tax Positions – Continued

reserves or related accruals for interest and penalties for uncertain income tax positions at September 30, 2024 and 2023.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits in progress for any open tax periods.

Subsequent Events

Subsequent events have been evaluated through July 14, 2025, which is the date the financial statements were available to be issued.

NOTE 3 FAIR VALUE MEASUREMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value as follows:

Assets at Fair Value as of September 30, 2024				
Level 1	Level 2	Level 3	Total	
BCP Dagny Holdings, Inc. common stock	<u>\$ –</u>	<u>\$ –</u>	<u>\$17,980,000</u>	<u>\$17,980,000</u>
Assets at Fair Value as of September 30, 2023				
Level 1	Level 2	Level 3	Total	
BCP Dagny Holdings, Inc. common stock	<u>\$ –</u>	<u>\$ –</u>	<u>\$19,210,000</u>	<u>\$19,210,000</u>

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 4 INVESTMENT IN BCP DAGNY HOLDINGS, INC.

The Plan's investments in the Company's common stock at September 30, 2024 and 2023 were as follows:

	<u>September 30, 2024</u>	
	<u>Allocated</u>	<u>Unallocated</u>
Number of shares	<u>212,923</u>	<u>787,077</u>
Cost	<u>\$ 631,050</u>	<u>\$ 752,818</u>
Estimated fair value	<u>\$ 3,828,353</u>	<u>\$ 14,151,647</u>
	<u>September 30, 2023</u>	
	<u>Allocated</u>	<u>Unallocated</u>
Number of shares	<u>180,128</u>	<u>819,872</u>
Cost	<u>\$ 599,681</u>	<u>\$ 784,187</u>
Estimated fair value	<u>\$ 3,460,258</u>	<u>\$ 15,749,742</u>

All investments were nonparticipant directed at September 30, 2024 and 2023.

NOTE 5 LOAN PAYABLE

On June 28, 2019, the Plan purchased 983,868 shares of the Company's common stock from the Company for \$983,868 (\$1.00 per share as valued in an independent valuation as of September 30, 2019). The entire purchase was financed with a loan payable bearing interest at 2.80 percent requiring yearly payments of principal and interest totaling \$45,605. The loan is to be repaid over a period of 30 years, which is anticipated to be funded by company contributions. The loan is collateralized by the unallocated shares of common stock associated with the loan.

The Company intends to make cash contributions to enable the Plan to make its regularly scheduled payments of principal and interest due on the loan payable. As the Plan makes principal and interest payments, an appropriate percentage of stock will be allocated to eligible employees' accounts. The number of shares released in any year is the number of shares held as collateral, multiplied by the ratio of the current year principal and interest payments, divided by the total of the current year principal and interest, plus all future years' principal and interest payments. This resulted in 32,795 shares being released and allocated for the Plan years ended September 30, 2024 and 2023, in accordance with applicable regulations under the IRC. For financial reporting purposes, the shares pledged as collateral are reported as unallocated ESOP shares in the Statements of Changes in Net Assets Available for Benefits.

**BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023**

NOTE 5 LOAN PAYABLE – Continued

The scheduled amortization of the loan payable for the next five years and thereafter at September 30, 2024 is as follows:

Year Ending <u>September 30,</u>	<u>Amount</u>
2025	\$ 23,727
2026	24,382
2027	25,054
2028	25,746
2029	26,457
Thereafter	<u>667,338</u>
Total	<u>\$ 792,704</u>

NOTE 6 RISKS AND UNCERTAINTIES

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

NOTE 7 TAX STATUS

The IRS has determined and informed the Company by a letter dated February 20, 2020, that the Plan (as restated October 1, 2018) and the related trust, are designed in accordance with the appropriate sections of the IRC.

NOTE 8 PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to discontinue contributions or terminate the Plan at any time, subject to plan provisions. In the event of termination, if the Plan is not replaced by a comparable plan qualified under Section 401(a) of the IRC, the accounts of all participants become nonforfeitable. After termination of the Plan, the Trust will continue until the Plan benefits of each participant are distributed to such participant or his or her beneficiary at the time prescribed by plan terms and the IRC.

Upon termination of the Plan, the Trustee shall pay all liabilities and expenses of the Trust, and sell shares of financed common stock held in the loan suspense account, to the extent it determines such sale to be necessary to repay any loans.

BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2024 AND 2023

NOTE 9 RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in company common stock and has indebtedness to the Company collateralized by the Company's unallocated common stock. These are related party and party-in-interest transactions. The Plan has a number of service providers and certain employees perform administrative functions. Such parties are parties-in-interest under *ERISA*.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of *ERISA*.

**BCP DAGNY HOLDINGS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

**FEDERAL IDENTIFICATION NUMBER 83-2002560
PLAN NUMBER 002**

**SCHEDULE H – LINE 4(I) – SCHEDULE OF ASSETS (HELD END OF YEAR)
SEPTEMBER 30, 2024**

(a)	(b)	(c)	(d)	(e)
Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment (Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value)	Cost	Current Value	
*	BCP Dagny Holdings, Inc.	Common stock – 1,000,000 shares, no par value Allocated – 212,923 shares Unallocated – 787,077 shares	\$ 631,050 <u>752,818</u>	\$ 3,828,353 <u>14,151,647</u>
		<u>\$ 1,383,868</u>	<u>\$ 17,980,000</u>	

* (a) Designates party-in-interest

See Independent Auditor's Report and notes to financial statements.