

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

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

- 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) _____
- B** This return/report is:
 - the first return/report
 - the final return/report
 - an amended return/report
 - a short plan year return/report (less than 12 months)
- C** If the plan is a collectively-bargained plan, check here. ▶
- D** Check box if filing under:
 - Form 5558
 - automatic extension
 - the DFVC program
 - special extension (enter description)
- E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶

Part II Basic Plan Information—enter all requested information

1a Name of plan <u>FALL CREEK FARM & NURSERY, INC. 401(K) PROFIT</u>	1b Three-digit plan number (PN) ▶ <u>001</u>
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) <u>FALL CREEK FARM & NURSERY, INC.</u> <u>39318 JASPER-LOWELL RD.</u> <u>LOWELL, OR 97452-9735</u>	1c Effective date of plan <u>01/01/1988</u> 2b Employer Identification Number (EIN) <u>93-0912421</u> 2c Plan Sponsor's telephone number <u>541-463-9251</u> 2d Business code (see instructions) <u>111300</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/15/2025	CHRISTIAN NEIRA
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/15/2025	CHRISTIAN
	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

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

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	229
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)	191
	6a(2)	204
	6b	1
	6c	41
	6d	246
	6e	0
	6f	246
	6g(1)	224
6g(2)	241	
6h	4	
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 2A 3H 3D

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 checked="" type="checkbox"/> Insurance	(1) <input checked="" 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

- (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 1
- (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 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<p>SCHEDULE A (Form 5500)</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p>2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

<p>A Name of plan FALL CREEK FARM & NURSERY, INC. 401(K) PROFIT</p>	<p>B Three-digit plan number (PN) ▶</p>	<p>001</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 FALL CREEK FARM & NURSERY, INC.</p>	<p>D Employer Identification Number (EIN) 93-0912421</p>	

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

1 Coverage Information:

(a) Name of insurance carrier
VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	YH4391	241	01/01/2024	12/31/2024

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

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

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

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

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

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

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

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

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

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

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	(c) Amount	(d) Purpose	

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

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

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

Part II Investment and Annuity Contract Information
 Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	26919
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	14603681

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) individual policies (2) group deferred annuity
 (3) other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee
 (3) guaranteed investment (4) other ▶ GROUP PENSION FUNDING

b Balance at the end of the previous year **7b** 22919

c Additions: (1) Contributions deposited during the year	7c(1)	7570
	7c(2)	
	7c(3)	372
	7c(4)	
	7c(5)	349
▶ *		

(6) Total additions **7c(6)** 8291

d Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 31210

e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	1126
	7e(2)	156
	7e(3)	808
	7e(4)	601
▶ *		

(5) Total deductions **7e(5)** 2691

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 28519

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan FALL CREEK FARM & NURSERY, INC. 401(K) PROFIT	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 FALL CREEK FARM & NURSERY, INC.	D Employer Identification Number (EIN) 93-0912421	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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)

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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?
64	SERVICE PROVIDER	49737	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

CETERA INVESTMENT ADVISERS LLC

36-3258176

(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?
99	SERVICE PROVIDER	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	18835	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
CETERA INVESTMENT ADVISERS LLC	99	18835
(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.	
VOYA RETIREMENT INSURANCE AND ANNUI 71-0294708	OTHER FEES	
(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

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(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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <hr/> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>FALL CREEK FARM & NURSERY, INC. 401(K) PROFIT</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>FALL CREEK FARM & NURSERY, INC.</u>	D Employer Identification Number (EIN) <u>93-0912421</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>VARIABLE ANNUITY ACCOUNT D</u>		
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT INSURANCE & ANNUITY CO</u>		
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>14603681</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN		
d Entity code		
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN		
d Entity code		
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN		
d Entity code		
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN		
d Entity code		
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN		
d Entity code		
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN		
d Entity code		
e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		

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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan FALL CREEK FARM & NURSERY, INC. 401(K) PROFIT	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FALL CREEK FARM & NURSERY, INC.	D Employer Identification Number (EIN) 93-0912421

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	
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)	
(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)	141494
(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)	12167541
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	14603681
(15) Other.....	1c(15)	22919
		28519

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	12331954	14773471
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	12331954	14773471

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)	734960	
(B) Participants.....	2a(1)(B)	880347	
(C) Others (including rollovers).....	2a(1)(C)	189628	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1804935
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)	11552	
(F) Other.....	2b(1)(F)	372	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		11924
(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)		
(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)	1671301
(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	113
d Total income. Add all income amounts in column (b) and enter total	2d	3488273

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	997019
(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)	997019
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)	49437
(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)	300
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)	49737
j Total expenses. Add all expense amounts in column (b) and enter total	2j	1046756

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k	2441517
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: **JONES & ROTH, P.C.**

(2) EIN: **93-0819646**

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		500000
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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>FALL CREEK FARM & NURSERY, INC. 401(K) PROFIT</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FALL CREEK FARM & NURSERY, INC.</u>	D Employer Identification Number (EIN) <u>93-0912421</u>	

Part I	Distributions
---------------	----------------------

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

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

1	
---	--

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
 EIN(s): 71-0294708

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	
---	--

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

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

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

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

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

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

Part III	Amendments
-----------------	-------------------

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

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 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702844A.

Fall Creek Farm & Nursery, Inc. and Subsidiaries

**Consolidated Financial Statements
December 31, 2024, and 2023**



Fall Creek Farm & Nursery, Inc. and Subsidiaries
Index
December 31, 2024, and 2023

	Page(s)
Report of Independent Auditors	1–2
Consolidated Financial Statements	
Balance Sheets	3
Statements of Income and Comprehensive Income	4
Statements of Changes in Stockholders' Equity	5
Statements of Cash Flows	6
Notes to Financial Statements	7–22



Report of Independent Auditors

To the Board of Directors of Fall Creek Farm & Nursery, Inc.

Opinion

We have audited the accompanying consolidated financial statements of Fall Creek Farm & Nursery, Inc. and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as of December 31, 2024 and 2023, and the related consolidated statements of income and comprehensive income, of changes in stockholders' equity and of cash flows for the years then ended, including the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years 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 (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company 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 Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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



Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 US 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 consolidated financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 Company'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 consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company'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.

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

Portland, Oregon
May 1, 2025

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Consolidated Balance Sheets
December 31, 2024, and 2023

	2024	2023
Assets		
Current assets		
Cash and cash equivalents	\$ 84,187,093	\$ 57,099,620
Accounts receivable, net	24,579,420	22,879,924
Tax receivables	7,111,636	10,068,535
Inventories, net	37,164,270	52,063,475
Prepaid expenses and other current assets	<u>2,740,572</u>	<u>3,989,994</u>
Total current assets	155,782,991	146,101,548
Property, plant, and equipment, net	60,993,849	55,032,011
Right of use assets, net	19,044,070	18,262,763
Deferred tax asset	19,051,642	16,760,182
Goodwill, net	2,031,538	2,708,172
Investment unconsolidated affiliate	2,911,835	-
Other long-term assets	<u>4,908</u>	<u>5,962</u>
Total assets	<u>\$ 259,820,832</u>	<u>\$ 238,870,639</u>
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable	\$ 6,523,773	\$ 9,441,616
Deposits	45,356,647	48,941,067
Current lease liability	2,315,153	2,596,989
Accrued liabilities	16,713,767	10,186,860
Royalty liability	12,965,224	13,236,064
Income tax payable	2,364,737	1,491,658
Current portion of long-term debt - related parties	<u>5,285,714</u>	<u>5,285,714</u>
Total current liabilities	<u>91,525,014</u>	<u>91,179,968</u>
Noncurrent liabilities		
Long term lease liability	17,118,250	16,311,939
Deferred tax liability	125,950	1,130,164
Other long-term liabilities	1,978,834	1,858,610
Notes payable - related parties	<u>47,632,642</u>	<u>52,918,356</u>
Total noncurrent liabilities	<u>66,855,675</u>	<u>72,219,069</u>
Total liabilities	<u>158,380,689</u>	<u>163,399,037</u>
Commitments and contingencies (Note 9)		
Stockholders' equity		
Common stock (500 no par value voting and 100,000 no par value nonvoting shares authorized, 88 voting and 33,143 nonvoting shares issued and outstanding)	8,231	8,231
Retained earnings	109,079,446	76,590,833
Accumulated other comprehensive loss	<u>(7,647,535)</u>	<u>(1,127,463)</u>
Total stockholders' equity	<u>101,440,143</u>	<u>75,471,601</u>
Total liabilities and stockholders' equity	<u>\$ 259,820,832</u>	<u>\$ 238,870,638</u>

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

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Consolidated Statements of Income and Comprehensive Income
Years Ended December 31, 2024, and 2023

	2024	2023
Sales, net	\$ 199,938,159	\$ 151,793,419
Cost of sales	<u>98,224,638</u>	<u>81,119,811</u>
Gross profit	101,713,521	70,673,608
General and administrative expenses	<u>57,202,705</u>	<u>47,988,122</u>
Income from operations	<u>44,510,816</u>	<u>22,685,486</u>
Other income (expense)		
Other income (expense)	(481,992)	(3,213,781)
Interest income	1,172,607	863,892
Interest expense	<u>(1,452,381)</u>	<u>(1,605,593)</u>
Total other income (expense)	<u>(761,767)</u>	<u>(3,955,482)</u>
Income before taxes	43,749,049	18,730,004
Provision for income taxes	<u>11,260,437</u>	<u>2,642,820</u>
Net income	32,488,612	16,087,184
Discontinued operations	-	3,184
Foreign currency translation (loss) gain	<u>(6,520,072)</u>	<u>2,208,303</u>
Comprehensive income	<u>\$ 25,968,540</u>	<u>\$ 18,298,671</u>

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

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Consolidated Statements of Changes in Stockholders' Equity
Years Ended December 31, 2024, and 2023

	Common Stock			Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Stockholders' Equity
	Voting Shares	Non-Voting Shares	Amount			
Balance, December 31, 2022	88	33,143	\$ 8,231	\$ 60,402,577	\$ (3,338,786)	\$ 57,072,021
Net income	-	-	-	16,087,184	-	16,087,184
Discontinued operations	-	-	-	101,074	3,184	104,257
Capital Contributions	-	-	-	-	-	-
Foreign currency translation	-	-	-	-	2,208,140	2,208,140
Balance, December 31, 2023	88	33,143	8,231	76,590,835	(1,127,463)	75,471,603
Net income	-	-	-	32,488,612	-	32,488,612
Foreign currency translation	-	-	-	-	(6,520,072)	(6,520,072)
Balance, December 31, 2024	88	33,143	\$ 8,231	\$ 109,079,446	\$ (7,647,535)	\$ 101,440,143

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

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2024, and 2023

	2024	2023
Cash flows from operating activities		
Net income	\$ 32,488,612	\$ 16,087,184
Adjustments to reconcile net income to cash provided by operations		
Depreciation and amortization	7,491,382	6,213,966
Amortization of right of use assets	2,559,018	2,426,810
Loss on disposal of property, plant, and equipment	90,954	(34,897)
Deferred taxes	(2,933,246)	(5,088,119)
Gain on investments	(220,595)	-
Unrealized transaction foreign currency losses	1,104,707	479,112
Changes in assets and liabilities		
Accounts receivable, net	(3,054,502)	(4,346,300)
Tax receivables	1,378,174	(4,557,119)
Inventories	11,911,081	(12,969,592)
Prepaid expenses and other current assets	568,468	4,585,050
Accounts payable	(1,446,970)	3,801,778
Deposits	(893,482)	809,879
Accrued liabilities	6,321,483	1,508,699
Royalty liability	(270,840)	363,444
Lease liabilities	(911,485)	(822,826)
Other liabilities	2,769,228	224,060
Net cash provided by operating activities	<u>56,951,988</u>	<u>8,681,129</u>
Cash flows from investing activities		
Cash paid for property, plant, and equipment	(15,375,058)	(18,533,780)
Cash received on payments of related party notes receivable	4,941	21,167
Investment in unconsolidated entity	(2,691,240)	-
Net cash used in investing activities	<u>(18,061,357)</u>	<u>(18,512,613)</u>
Cash flows from financing activities		
Payments on long term debt	(1,309,237)	-
Payments on long term debt - related parties	(5,285,714)	(5,285,714)
Financing lease payments	(1,887,553)	(1,542,000)
Net cash used in financing activities	<u>(8,482,504)</u>	<u>(6,827,714)</u>
Exchange rate changes on cash and cash equivalents	<u>(3,320,653)</u>	<u>2,332,660</u>
Net change in cash and cash equivalents	<u>27,087,473</u>	<u>(14,326,538)</u>
Cash and cash equivalents		
Beginning of year	<u>57,099,620</u>	<u>71,426,158</u>
End of year	<u>\$ 84,187,093</u>	<u>\$ 57,099,620</u>
Supplemental disclosure of cash flow information		
Cash paid during the year for interest	\$ 1,138,284	\$ 1,259,445
Cash paid during the year for taxes	4,957,389	4,202,035

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

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

1. Summary of Operation, Basis of Presentation & Significant Accounting Policies

Nature of Operations

Fall Creek Farm & Nursery, Inc. (the "Company") was incorporated in the state of Oregon on February 14, 1986, and is headquartered in Lowell, Oregon. The Company is engaged in propagating, growing, and wholesaling blueberry plants in Lowell, Oregon, United States; Tala, Mexico; Canete, Peru; Santiago, Chile; Villamanrique Sevilla, Spain; Meterik Netherlands; Yunnan, China; and Paarl, South Africa.

Principles of Consolidation

The consolidated financial statements include the consolidated accounts of Fall Creek Farm & Nursery, Inc. and its wholly owned subsidiaries (the Company).

The consolidated financial statements include the balances and operations of Fall Creek Farm & Nursery, Inc. and its wholly owned subsidiaries, Fall Creek Ventures, LLC, Fall Creek EMEA, LLC, Mexico 1, LLC, Mexico 2, LLC, Fall Creek Chile SpA, Fall Creek Peru SRL, Fall Creek Europe SRL, Viveros Fall Creek Mexico, SRL, Fall Creek Driesvenplant B.V., Fall Creek Farm and Nursery South Africa Proprietary Limited, Yunnan Fu Rui Ke Biotechnology Co. Limited ("Fall Creek China"), Fall Creek Global Solutions, Fall Creek Middle Fork Strategic Investments, Fall Creek Asia, Fall Creek Romania, Fall Creek Romania Investments and Fall Creek Morocco. All significant intercompany transactions have been eliminated.

Revision of December 31, 2023 Financial Statements

In connection with the preparation of the current year's consolidated financial statements, the Company identified certain errors in the financial statements for the year ended December 31, 2023.

The identified errors primarily relate to the incorrect classification of certain balances in the balance sheet and income statement, the historical incorrect capitalization of certain costs into inventory which did not meet the Company's capitalization threshold, and under accruing employer payroll taxes. The impact of the error resulted in a decrease of the as reported retained earnings for the year ended December 31, 2022 of \$1.96M.

The Company has evaluated these errors individually and in the aggregate, and has concluded these errors were not material to the previously issued 2023 consolidated financial statements. However, to ensure consistency with the presentation of the consolidated financial statements for the year ended December 31, 2024, the Company has revised the December 31, 2023 consolidated financial statements accordingly.

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

The impact of these revisions on the December 31, 2023 consolidated financial statements is detailed in the tables below:

	As Reported	Adjustments	As Revised
Cash and cash equivalents	\$ 56,332,455	\$ 767,165	\$ 57,099,620
Accounts receivable, net	27,788,253	(4,908,329)	22,879,924
Taxes receivable	4,899,724	5,168,811	10,068,535
Prepaid expenses & other	4,004,550	(14,556)	3,989,994
Inventories, net	53,317,785	(1,254,310)	52,063,475
Total current assets	146,342,767	(241,219)	146,101,548
Deferred tax assets	16,676,825	83,357	16,760,182
Other long-term assets	4,941	1,021	5,962
Total assets	239,027,479	(156,840)	238,870,639
Accounts payable	\$ (9,034,380)	\$ (407,236)	\$ (9,441,616)
Deposits	(50,081,840)	1,140,773	(48,941,067)
Accrued liabilities	(10,584,841)	397,981	(10,186,860)
Income Tax Payable	(40,314)	(1,451,344)	(1,491,658)
Royalty liability	(12,776,586)	(459,478)	(13,236,064)
Total current liabilities	(90,400,664)	(779,304)	(91,179,968)
Deferred tax liabilities	(1,046,807)	(83,357)	(1,130,164)
Other long-term liabilities	(717,837)	(1,140,773)	(1,858,610)
Total noncurrent liabilities	(70,994,939)	(1,224,130)	(72,219,069)
Total liabilities	(161,395,603)	(2,003,434)	(163,399,037)
Retained earnings	(78,751,206)	2,160,373	(76,590,833)
Accumulated other comprehensive loss	1,127,561	(98)	1,127,463
Total stockholders' equity	(77,631,876)	2,160,275	(75,471,601)
Sales, net	\$ (147,253,876)	\$ (4,539,544)	\$ (151,793,419)
Cost of sales	74,003,896	7,115,915	81,119,811
Gross margin	73,249,980	(2,576,372)	70,673,608
General and administrative expenses	50,313,797	(2,325,675)	47,988,122
Operating income	22,936,183	(250,697)	22,685,486
Other income (expense)	(3,248,725)	(34,945)	(3,213,781)
Interest income	861,141	(2,751)	863,892
Interest expense	(1,638,341)	32,747	(1,605,593)
Income before taxes	18,910,258	(180,254)	18,730,004
Provision for income taxes	2,622,692	20,128	2,642,820
Net income	16,287,566	(200,382)	16,087,184
Foreign currency translation gain	2,208,042	261	2,208,303
Comprehensive income	\$ 18,498,792	\$ (200,121)	\$ 18,298,671

FY22 Impacts

	As Reported	Adjustments	As Revised
Retained Earnings	\$ (62,362,566)	\$ 1,959,990	\$ (60,402,576)
Total Stockholders' equity	(59,032,010)	1,959,990	(57,072,020)

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

Cash Flow Statement	As Reported	Adjustments	As Revised
Cash flows from operating activities			
Net income	\$ 16,287,566	\$ (200,382)	\$ 16,087,184
Accounts receivable, net	(4,372,605)	26,305	(4,346,300)
Tax receivable	(466,428)	(4,090,691)	(4,557,119)
Inventories	(13,037,792)	68,200	(12,969,592)
Prepaid expenses and other current assets	500,545	4,084,505	4,585,050
Accounts payable	751,644	3,050,134	3,801,778
Deposits	720,483	89,396	809,879
Accrued liabilities	3,897,078	(2,388,379)	1,508,699
Royalty liability	328,203	35,240	363,444
Other liabilities	366,297	(142,237)	224,060
Net cash provided by operating activities	<u>8,149,039</u>	<u>532,091</u>	<u>8,681,129</u>
Exchange rate changes on cash and cash equivalents	2,371,202	(38,542)	2,332,660
Net change in cash and cash equivalents	<u>(14,820,087)</u>	<u>493,549</u>	<u>(14,326,538)</u>
Beginning of year	<u>71,152,542</u>	<u>273,616</u>	<u>71,426,158</u>
End of year	<u>\$ 56,332,455</u>	<u>\$ 767,165</u>	<u>\$ 57,099,620</u>

Uses of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Use of estimates include, but are not limited to, the allowance for doubtful accounts, the net realizable value of inventory, property, plant and equipment, as well as revenue royalties and royalty liabilities. The amounts ultimately realized from the affected assets or ultimately recognized as liabilities will depend, among other factors, on the general business conditions, and could differ materially in the near-term from the carrying amounts reflected in these financial statements.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Foreign Currency

The functional currency of the Company's non-US subsidiaries is the local currency. As such, their assets and liabilities recorded in foreign currencies are translated into U.S. dollars at the exchange rate as of the consolidated balance sheet date. Revenues, costs, and expenses are translated at average exchange rates during the year. Gains and losses from foreign currency transactions are included in other incomes and gains and losses from foreign currency translation of intercompany account balances are included in foreign currency translation gain or loss in the accompanying consolidated statement of income and comprehensive income.

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

Fair Value Measurements

Fair value is defined under the standard as the exchange price that would be received for an asset or paid to transfer liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The standard also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1 Quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

As of December 31, 2024, and 2023, the carrying values of cash, accounts receivable and accounts payable approximated fair value due to the short-term maturity of these items. The Company did not elect the fair value option for financial liabilities; therefore, its long-term debt is not reported at fair value.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less, and the immaterial restricted cash held within the Peru subsidiary to be cash and cash equivalent.

Concentrations of Credit Risk

The Company's cash balances are with federally insured banks and periodically exceed the federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on bank deposit accounts.

One customer represented approximately 26% and 38% of consolidated accounts receivable and approximately 17.4% and 17% of consolidated revenues as of, and for the years ended December 31, 2024, and 2023, respectively.

Accounts Receivable and Credit Policies

Accounts receivables are uncollateralized customer obligations due under trade terms that range from 30 to 60 days. Accounts receivables are stated at the amount billed to the customer. Customer account balances with invoices dated beyond the stated terms are considered delinquent.

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

The carrying amounts of accounts receivables are reduced by an allowance for doubtful accounts that reflects management's best estimate of the amounts that will not be collected. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. The Company recorded an allowance for doubtful accounts in the amount of \$601,867 and \$84,696 as of December 31, 2024, and 2023, respectively.

Inventories

Inventories, consisting principally of plants, containers, in-vitro plants, and media are stated at cost, which was lower than net realizable value as of December 31, 2024, and 2023. Cost is determined using the first-in, first-out method (FIFO). Included in this cost is certain overhead allocated to the plants as they mature. The Company reduces the carrying value of its inventory for anticipated plant mortality, overgrowth, and overstock of live plants. The Company recorded an inventory reserve of \$4,405,533 and \$5,367,809 as of December 31, 2024, and 2023, respectively.

Property, Plant, and Equipment

Property, plant, and equipment are stated at cost. Expenditures for maintenance, repairs, and routine replacements are charged to expense as incurred. Expenditures for major repairs and improvements that extend the useful lives of property, plant and equipment are capitalized. When property or equipment is sold or otherwise disposed of, the assets and related accumulated depreciation are removed from the accounts and any gain or loss is included in the consolidated statement of income and comprehensive income. Depreciation is computed utilizing the straight-line method over the estimated useful lives of the related assets. Asset lives range from 5 to 33 years for buildings and improvements; 3 to 10 years for machinery and equipment; 5 to 7 years for vehicles and transportation; 5 to 10 years for furniture, and fixtures; and 3 to 5 years for computer equipment. Depreciation expense for the years ended December 31, 2024, and 2023, was \$6,814,748 and \$5,538,966, respectively.

Recoverability of Long-Lived Assets

The Company's long-lived assets, including property and equipment and right of use assets, are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by comparison of the carrying amount of an asset to the undiscounted future cash flow expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flow, an impairment charge is recognized to reduce the carrying amount to fair value. Fair value is determined by the Company based upon the discounted cash flow expected to be generated by the asset. No impairments were required to be recorded as of December 31, 2024 and 2023.

Goodwill

The Company accounts for goodwill in accordance with FASB Accounting Standards Update No. 2014-02, *Intangibles – Goodwill and Other (Topic 350): Accounting for Goodwill (a consensus of the Private Company Council)*. Goodwill is amortized on a straight-line basis over 10 years, unless a shorter period is more appropriate. Goodwill is reviewed for potential impairment at an enterprise level, if a triggering event occurs that indicates the Company's fair value may be below its carrying value. When a goodwill impairment is identified, the Company calculates goodwill impairment as the amount of the Company's carrying value, including goodwill, that exceeds its fair value. The Company determined no impairment indicators existed as of and during the years ended December 31, 2024, and 2023.

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

Investment in Unconsolidated Affiliates

The Company holds a 40% ownership interest in Fine Field Invest B.V., a privately held company, which is accounted for under the equity method of accounting. The Company has the ability to exercise significant influence over the operating and financial policies of Fine Field Invest B.V., but does not control it. As of December 31, 2024, the carrying amount of the Company's investment in Fine Field Invest B.V. was \$2,911,835.

Deposits

Deposits recorded on the consolidated balance sheet are made by the Company's commercial customers. Typical deposits are 25% of the expected plant purchase amount with the remainder of the purchase due prior to delivery of the plants. As of December 31, 2024, the other long term liability balance includes \$433,007 for plants to be delivered in 2026.

Leases

The Company accounts for leases in accordance with ASU 2016-02, *Leases (Topic 842)*. Under the guidance, lease assets and lease liabilities are recognized on the balance sheet for all leases with terms longer than 12 months. Leases are classified as either finance or operating. Finance leases are primarily for the Company's land for the facilities and operations under noncancelable leases. Operating leases are for the Company's office facilities and vehicles. See Note 7 for more information.

Royalty Payable

The Company, with the permission of various private and governmental entities, utilizes propagated patented varieties of blueberries. The royalty payable represents the contractual plant patent royalty payable to these entities.

Revenue Recognition

The Company accounts for revenue recognition in accordance with ASC Topic 606, *Revenue from Contracts with Customers*. The Company's net sales predominantly reflect sales of plants, plant royalties, and sales and production-based royalties. The Company sells these plants under contracts with different types of customers, depending on the market, including growers, distributors, wholesalers, and retailers. Revenue associated with the sale of plants is recognized when the control is transferred to the customer, typically at the time of delivery. The transaction price recognized at that point reflects the consideration to be received in exchange for the products.

The Company receives sales or production-based royalties from certain domestic and international distributors based on the sales made by these distributors to the end grower. Revenue from sales-based royalties is recognized when control of the plants is transferred to the customers. Revenue from production-based royalties is earned based upon a contractual percentage of the customer's third-party sales of blueberries from plants purchased from the Company and recognized at the time of the customer's third-party sales. At year-end, the Company estimates unpaid production-based royalties earned based upon historical information and the expected yield of crops sold during a reporting period.

Each contract or purchase order including the sales and usage-based royalties typically includes a single performance obligation to transfer control of the products to the customer.

Research and Development

Research and development costs are expensed as incurred and are classified as a component of general and administrative expenses.

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

Advertising and Promotional Costs

Advertising and promotional costs are expensed in the period incurred. Costs were \$1,861,417 and \$2,294,581 for the years ended December 31, 2024, and 2023, respectively.

Shipping and Handling Expenses

Amounts billed to customers for shipping and handling are classified as revenue. The Company has elected to account for shipping and handling costs as fulfillment activities, which are recognized within sales upon transfer of control to the customer. Shipping and handling costs billed to customers were \$3,496,401 and \$3,159,765 for the years ended December 31, 2024, and 2023, respectively. Shipping and handling costs incurred by the Company are classified as cost of sales.

Variable Interest Entities (VIE)

Management evaluates the Company's explicit and implicit variable interests to determine if they have any variable interests in VIE's. Variable interests are contractual, ownership, or other pecuniary interest in an entity whose value changes with the fair value of the entity's net assets, exclusive of variable interests. Explicit variable interests are those which directly absorb the variability of a VIE and can include contractual interests such as loans or guarantees as well as equity investments. An implicit variable interest acts the same as an explicit variable interest except it involves absorbing the variable indirectly, such as through related party arrangements or implicit guarantees. The analysis includes consideration of the design of the entity, its organization structure, including decision making ability over the activities that most significantly impact the VIE's economic performance. Generally accepted accounting principles require a reporting entity to consolidate a VIE when the reporting entity has a variable interest, or combination of variable interest, that provides it with a controlling financial interest in the VIE. The entity that consolidates a VIE is referred to as the primary beneficiary of that VIE.

The Company has elected to apply for the private company alternative as set forth in FASB Accounting Standards Update 2014-07, Applying Variable Interest Entity Guidance to Common Control Leasing Arrangements. Therefore, the Company does not apply the variable interest entity (VIE) guidance to certain leasing entities under common control when all the following conditions are met:

- A lease arrangement exists between the Company and the lessor.
- Substantially all activities between the Company and the lessor are related to leasing activities.
- If the Company explicitly guarantees or provides collateral for any obligation of the lessor related to the asset leased by the Company, the principal amount of the obligation at inception of the guarantee or collateral arrangement does not exceed the value of the leased asset.

The Company makes an ongoing assessment of whether leasing entities under common control meet these criteria.

Income Taxes

Income taxes are recorded using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income (or loss) in the years in which those

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Authoritative accounting guidance is applied to prescribe a threshold and measurement attribute for the financial recognition and measurement of a tax position taken or expected to be take in a tax return. The Company recognizes liabilities for uncertain tax positions based on a two-step process. The first step is to evaluate the tax position for recognition by determining the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step requires the Company to estimate and measure the tax benefit as the largest amount that is more likely than not to be realized upon ultimate settlement.

Deferred income taxes arise, in general, as a result of temporary differences between tax and financial accounting treatment.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of its deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during periods in which temporary differences become deductible or includable in taxable income. Management considers projected future taxable income and tax planning strategies in making this assessment.

Comprehensive Income

Comprehensive income includes foreign currency translation adjustments and changes in fair value of the Company's investments. Accumulated other comprehensive loss is reported as a component of stockholders' equity.

2. Inventories

Inventories are as follows as of December 31:

	2024	2023
Plants, net	\$ 32,933,205	\$ 44,779,455
Containers	3,076,851	3,449,107
Packaging and other	<u>5,559,747</u>	<u>9,202,723</u>
	41,569,803	57,431,284
Less: Reserve	<u>(4,405,533)</u>	<u>(5,367,809)</u>
Inventory (net)	<u>\$ 37,164,270</u>	<u>\$ 52,063,475</u>

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

3. Property, Plant and Equipment

Property, plant, and equipment consist of the following as of December 31:

	2024	2023
Land	\$ 11,136,486	\$ 6,206,229
Machinery and equipment	20,726,042	19,004,759
Building and improvements	52,373,421	42,335,206
Computer equipment	4,689,947	4,328,440
Furniture and fixtures	<u>1,368,729</u>	<u>1,428,772</u>
	90,294,625	73,303,406
Less: Accumulated depreciation	<u>(33,649,265)</u>	<u>(30,146,119)</u>
	56,645,360	43,157,287
Construction in progress	<u>4,348,489</u>	<u>11,874,724</u>
Property, plant, & equipment (net)	<u>\$ 60,993,849</u>	<u>\$ 55,032,011</u>

4. Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of the net tangible and intangible assets acquired.

The following table presents the change in the recorded amount of goodwill for the years ended December 31:

	2024	2023
Goodwill	\$ 6,485,750	\$ 6,485,750
Less: Accumulated Amortization	<u>(4,454,212)</u>	<u>(3,777,578)</u>
Goodwill (net)	<u>\$ 2,031,538</u>	<u>\$ 2,708,172</u>

Amortization expense for the years ended December 31, 2024, and 2023 were \$676,634 and \$675,000 for each year, respectively. Future amortization expense is expected to be as follows:

Years Ending December 31,	
2025	\$ 677,179
2026	677,179
2027	<u>677,180</u>
	<u>\$ 2,031,538</u>

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

5. Financing Arrangements

On October 28, 2019, four note agreements were executed with shareholders in varying amounts totaling \$70,000,000. The balance on these notes was \$49,918,357 and \$54,918,356 as of December 31, 2024, and 2023, respectively. Payment of accrued and unpaid interest is due on each payment date on or before April 28, 2021. From October 28, 2021, and thereafter, in addition to paying all accrued and unpaid interest, payments of equal installments of the unpaid principal balance are due. The entire unpaid balance is due and payable in full on October 28, 2028.

On October 28, 2020, five additional note agreements were executed with shareholders in varying amounts totaling \$4,000,000. The balance on these notes was \$3,000,000 and \$3,285,714 as of December 31, 2024, and 2023, respectively. Payment of accrued and unpaid interest is due on each payment date on or before April 28, 2021. From October 28, 2021, and thereafter, in addition to paying all accrued and unpaid interest, payments of equal installments of the unpaid principal balance are due. The entire unpaid balance is due and payable in full on October 28, 2028.

On February 28, 2022, the Company entered into a loan and security agreement with a financial institution to establish a line of credit of \$25.0 million with maturity date of June 30, 2024. The line of credit was unsecured. During 2024 and 2023 there were no borrowings on the line of credit. The Company elected not to renew the line of credit upon its maturity in 2024.

See the table below for detail of all financing arrangements as of December 31:

	2024	2023
Notes payables to shareholders, due in semi-annual installments of accrued and unpaid interest on or before April 28, 2021, and principal and interest payments of \$2,642,858 beginning October 28, 2021, including interest at 2%, matures October 2028.	\$ 52,918,356	\$ 58,204,070
Total debt	52,918,356	58,204,070
Less: Current portion	(5,285,714)	(5,285,714)
Total long-term debt	\$ 47,632,642	\$ 52,918,356

Aggregated annual maturities of long-term debt principal service as of December 31, 2024, are as follows:

Years Ending December 31,	Debt Principal Service
2025	\$ 5,285,714
2026	5,285,714
2027	5,285,714
2028	37,061,215
	<u>\$ 52,918,357</u>

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

6. Related Party Transactions

Coast Fork, a related party under common control, owns land and facilities which the Company leases. Total payments paid to this related party for rent totaled \$504,000 and \$504,000 for each of the years ended December 31, 2024, and 2023, respectively. See Note 8 for additional details.

The Company leases on annual and multi-year lease terms several different parcels of real property and the buildings from non-consolidated related parties in the normal course of business. Total rent payments paid to these related parties totaled \$1,542,000 for the years ended December 31, 2024, and 2023 (Note 8).

The Company had promissory notes to shareholders in the amount of \$52,918,357 and \$58,204,070 as of December 31, 2024, and 2023, respectively (Note 4).

7. Benefit Plan

During 2020, the Company established a defined contribution plan, which replaced the former Profit-Sharing plan, for qualifying employees under the provisions of section 401(k) of the Internal Revenue Code. The plan contains both required and discretionary contributions. The Company contributes 3% of gross wages to the plan for each US employee (Safe Harbor). Additionally, employees can make contributions which may be matched by the Company at its discretion. The Company made \$196,269 and \$186,394 in matching contributions and \$507,552 and \$443,157 in Safe Harbor contributions for the years ended December 31, 2024, and 2023, respectively. The Company accrued \$9,421 in Company matching contributions and \$0 in Safe Harbor contributions as of December 31, 2024, and 2023.

8. Leases

The Company has multiple-finance leases for land space with terms ranging from 10 to 15 years. Additionally, the Company has several non-cancelable operating leases for office facilities and automobiles with terms ranging from 1 to 10 years.

The Company elected the practical expedient for non-public businesses in determining its discount rate, which allows the Company to apply the existing risk-free discount rate by class of underlying asset. Additionally, the Company elected the short-term lease recognition exemption where leases that have a lease term of twelve months or less and do not contain a reasonably certain purchase option will not be recognized in the Company's consolidated balance sheet.

Finance Leases

The Company's finance leases are for land and vehicles for the Company's facilities and operations under non-cancellable leases. Land Lease terms generally range from 10 to 15 years with options to renew at the end of the lease term and vehicle leases generally range from 3 to 5 years with no option to renew at the end of the lease term. In the normal course of business, it is expected that the land leases will be renewed. Also, the agreements generally require the Company to pay real estate taxes, insurance, and repairs, which are considered non-lease components and expensed as incurred. The Company held finance lease Right of Use (ROU) assets at a gross net value of \$13,742,442 as of December 31, 2024, net of accumulated amortization of \$4,905,763.

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

Operating Leases

The Company's primary operating leases are for the Company's office facilities and automobiles, which the Company leases for 1–15-year terms under noncancelable operating lease agreements and expire through December 2036. In the normal course of business, it is expected that these leases will be renewed or replaced by leases on other properties. Also, the agreements generally require the Company to pay real estate taxes, insurance, and repairs, which are considered non-lease components and expensed as incurred. The Company held operating lease ROU assets at a net present value of \$5,301,628 net of accumulated amortization of \$821,238, as of December 31, 2024.

The following is a schedule of future minimum rental payments required under the above financing and operating leases as of December 31, 2024:

	Operating Lease Commitments	Financing Lease Commitments	Total
Years Ending December 31,			
2025	\$ 836,286	\$ 1,926,253	\$ 2,762,539
2026	799,509	1,855,297	2,654,805
2027	694,794	1,757,097	2,451,891
2028	647,210	1,567,018	2,214,228
2029	646,409	1,534,950	2,181,359
Thereafter	<u>2,470,497</u>	<u>6,903,698</u>	<u>9,374,194</u>
	<u>\$ 6,094,704</u>	<u>\$ 15,544,313</u>	<u>\$ 21,639,017</u>

	Operating Lease	Financing Lease	Total
Lease Information as of December 31, 2024			
Undiscounted cash flows of lease liabilities	<u>\$ 6,094,704</u>	<u>\$ 15,544,313</u>	<u>\$ 21,639,017</u>
Short-term lease liabilities	660,480	1,654,673	2,315,153
Long-term lease liabilities	<u>4,651,568</u>	<u>12,466,681</u>	<u>17,118,250</u>
Total present value of lease liabilities	<u>5,312,048</u>	<u>14,121,354</u>	<u>19,433,402</u>
Difference between undiscounted and discounted cash flows of lease liabilities	<u>\$ 782,656</u>	<u>\$ 1,422,959</u>	<u>\$ 2,205,614</u>
Lease Information as of December 31, 2023			
Undiscounted cash flows of lease liabilities	<u>\$ 3,951,377</u>	<u>\$ 16,848,000</u>	<u>\$ 20,799,377</u>
Short-term lease liabilities	1,276,322	1,301,299	2,577,621
Long-term lease liabilities	<u>2,360,480</u>	<u>14,060,283</u>	<u>16,420,764</u>
Total present value of lease liabilities	<u>3,636,802</u>	<u>15,361,583</u>	<u>18,998,385</u>
Difference between undiscounted and discounted cash flows of lease liabilities	<u>\$ 314,574</u>	<u>\$ 1,486,417</u>	<u>\$ 1,800,992</u>

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

Lease costs and other information for the year ended December 31:

	2024	2023
Finance lease cost:		
Amortization of ROU assets	\$ 1,773,737	\$ 1,384,474
Interest on lease liabilities	237,442	261,726
Operating lease cost	875,646	1,258,157
Short-term lease cost	-	-
	<u>\$ 2,886,825</u>	<u>\$ 2,904,356</u>

Cash paid for amounts included in the measurement of lease liabilities:

	2024	2023
Financing cash flow from leases	\$ (1,887,553)	\$ (1,542,000)
Operating cash flow from leases	1,647,533	1,603,984
ROU assets obtained in exchange for new finance liabilities	182,015	-
ROU assets obtained in exchange for new operating liabilities	3,163,069	1,220,432
Weighted average remaining lease term-finance leases	11 years	12 years
Weighted average remaining lease term-operating leases	10 years	9 years
Weighted average discount rate- finance leases	1.66 %	1.63 %
Weighted average discount rate- operating leases	2.60 %	5.52 %

9. Stock Appreciation Rights

On January 1, 2019, the Company granted cash-settled stock appreciation rights (SARs) award to an executive officer and subsequently amended the calculation method of the award to exclude the shareholders notes. The amendment is effective January 1, 2021. The SARs vests 30% on the four-year anniversary of the grant date, an additional 8% on each of the following five anniversaries of the grant date and remaining 30% on the tenth anniversary of the grant date, such that the SAR will be fully vested on the 10-year anniversary of the grant date. Cash-settled SARs are recorded as a liability on the balance sheet. The company records vested balances for SARs in other liabilities with amounts of \$2.5M and \$0 as of December 31, 2024, and December 31, 2023, respectively. Accrued liability balances represented 100% vesting of the 46% of vested balance, 100% vesting of the 38% vested balance, as of December 31, 2024, and 2023, respectively. The Company determines the SARs liability value based on percent of value increase over initial valuation defined from 2018 values.

The base value will be adjusted in the event of a change in the number of outstanding shares of stock or equity interests of the Company or a reorganization, recapitalization, restructuring, or other transaction impacting the outstanding equity of the Company, such that the SARs percentage continues to represent the right to appreciation in the value of 5% of the total outstanding equity interest of the included entities as of the grant date.

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

10. Commitments and Contingencies

The Company is an occasionally party to various claims and legal actions that arise in the ordinary course of business. The Company believes such claims and legal actions, individually and in the aggregate, will not have a material adverse effect on its business, financial condition, or results of operations.

11. Income Taxes

The provision (benefit) for income taxes is comprised of the following as of December 31:

	2024	2023
Current		
Federal	\$ 68,100	\$ (10,556)
State	97,320	211,282
Foreign	<u>14,016,371</u>	<u>7,554,064</u>
Total current	<u>14,181,791</u>	<u>7,754,790</u>
Deferred		
Federal	(1,138,520)	(4,671,730)
State	2,882	(182,374)
Foreign	<u>(1,785,716)</u>	<u>(257,866)</u>
Total deferred	<u>(2,921,354)</u>	<u>(5,111,970)</u>
Total provision for income taxes	<u>\$ 11,260,437</u>	<u>\$ 2,642,820</u>

For the year ended December 31, 2024, the Company recorded an expense for income taxes of \$11,260,437 on pre-tax income of \$43,749,049, for an effective tax rate of 25.74%. Significant rate reconciling items include the state and foreign tax provisions, foreign derived intangible income deduction, generation of foreign tax credits, tax exempt income and the change in balance of the valuation allowance.

For the year ended December 31, 2023, the Company recorded an expense for income taxes of \$2,642,820 on pre-tax income of \$18,730,004, for an effective tax rate of 14.11%. Significant rate reconciling items include the state and foreign tax provisions, foreign derived intangible income deduction, generation of foreign tax credits, tax exempt income and the change in balance of the valuation allowance.

Fall Creek Farm & Nursery, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
December 31, 2024, and 2023

The tax effects of temporary differences that give rise to deferred tax assets and deferred tax liabilities as of December 31 consisted of the following:

	Years Ended December 31,	
	2024	2023
Accrued royalty liability	\$ 1,378,463	\$ 1,677,970
Compensation accruals	1,313,051	850,220
Accrued expenses	2,930,105	2,981,334
Deferred revenue	3,710,085	5,215,357
Inventory	2,373,426	1,316,356
Depreciation and amortization	6,637,051	5,556,753
Lease liability	4,154,310	4,162,643
Foreign tax credits	11,727,270	8,252,968
General tax credits	2,162,248	-
Section 987	1,630,567	-
Other	565,990	914,512
Gross deferred tax assets	<u>38,582,566</u>	<u>30,928,114</u>
Right-of-use asset	(4,071,082)	(4,024,116)
Prepaid expenses	(1,078,548)	(2,819,039)
Other	(71,505)	(937,642)
Gross deferred tax liabilities	<u>(5,221,135)</u>	<u>(7,780,797)</u>
Valuation allowance	<u>(14,435,739)</u>	<u>(7,517,298)</u>
Net deferred tax balance	<u>\$ 18,925,692</u>	<u>\$ 15,630,018</u>

As of December 31, 2024, and 2023, the Company had zero gross unrecognized tax benefits. The Company does not anticipate any material changes to the reserve in the next twelve months. The Company recognizes interest and penalties related to income tax matters in income tax expense. During the year ended December 31, 2024, the Company recognized no interest and penalties.

The Company has \$11,727,270 and \$8,252,968 of foreign tax credit carryforward as of December 31, 2024, and 2023, respectively, that will begin to expire in 2030. The Company has \$2,162,248 of R&D credit carryforward as of December 31, 2024, that will begin to expire in 2040. The Company believes it is unlikely the foreign tax credit and R&D credits will be fully utilized before they expire. The Company has thus decided to record a full valuation allowance against the FTC and R&D credit carryforwards.

The Company is subject to taxation in the United States and various state and foreign jurisdictions. The Company currently has no open-income tax examination in progress. All of the Company's tax years will remain open for examination for three years for federal and state purposes.

Fall Creek Farm & Nursery, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

December 31, 2024, and 2023

12. Subsequent Events

Subsequent events are events or transactions that occur after the consolidated balance sheet date but before the consolidated financial statements are available to be issued. The Company recognizes in the consolidated financial statements the effect of all subsequent events that provide additional evidence about conditions that existed at the date of the consolidated balance sheet, including the estimates inherent in the process of preparing the consolidated financial statements. The Company's consolidated financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the consolidated balance sheet but arose after the consolidated balance sheet date and before the consolidated financial statements are available to be issued.

In January 2025, the Company had a management restructuring event. One time employee benefits were communicated in 2025, no related expenses were recorded in 2024 and will be recognized in 2025.

The Company has evaluated subsequent events through May 1, 2025, which is the date the consolidated financial statements were available to be issued.



Attachment to 2024 Form 5500

Schedule H, line 4i - Schedule of Assets

(Held at End of Year)

FALL CREEK FARM & NURSERY, INC. 401(K) PS PLAN

EIN#93-0912421

Plan# 001

As of December 31, 2024

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d) Cost	(e) Current Value
	AB Global Bond Fund Z	Registered Investment Company		\$52,444
	AmCen Ultra Fund R6	Registered Investment Company		\$113,929
	American Funds Am Balanced R6	Registered Investment Company		\$17,459
	American Funds New World R6	Registered Investment Company		\$104,892
	American Funds Nw Prspctv R6	Registered Investment Company		\$66,647
	American Funds US Gvt Sec R6	Registered Investment Company		\$2,914
	BlackRock Mid-Cap Grw Eq Por K	Registered Investment Company		\$9,870
	BlkRck Hlth Sci Opport Prt K	Registered Investment Company		\$11,833
	Cohen&Steers Inst RI Shares	Registered Investment Company		\$39
	Columbia Dividend Income Fd I3	Registered Investment Company		\$3,083
	DFA Infl-Prot Sec Port Ins	Registered Investment Company		\$6,094
	DFA Intl Small Comp Port Ins	Registered Investment Company		\$166,286
	DFA US Large Comp Port Ins	Registered Investment Company		\$5,820
	DFA US Targeted VI Port Ins	Registered Investment Company		\$86,142
	Fid St Trm Trsy Bd Id Fund	Registered Investment Company		\$298,964
	Fidelity Intm Trs Bd Fd	Registered Investment Company		\$80,921
	Fidelity Sm Cp Ind Fd	Registered Investment Company		\$44,637
	Guggenheim Ttl Rtrn Bnd Fd R6	Registered Investment Company		\$2,986
	JPMorgan LgCp Grw Fnd R6	Registered Investment Company		\$96,778
	JPMorgan US Equity Fund R6	Registered Investment Company		\$27,522
	MFS Mid Cap Value Fund R6	Registered Investment Company		\$40
	Neuberg Berm Genesis Fund R6	Registered Investment Company		\$12,266



Attachment to 2024 Form 5500

Schedule H, line 4i - Schedule of Assets

(Held at End of Year)

FALL CREEK FARM & NURSERY, INC. 401(K) PS PLAN

EIN#93-0912421

Plan# 001

	Nuveen Lifcyc In 2010 F R6	Registered Investment Company		\$53,340
	Nuveen Lifcyc In 2015 F R6	Registered Investment Company		\$31,472
	Nuveen Lifcyc In 2020 F R6	Registered Investment Company		\$80,687
	Nuveen Lifcyc In 2025 F R6	Registered Investment Company		\$1,732,978
	Nuveen Lifcyc In 2030 F R6	Registered Investment Company		\$1,013,276
	Nuveen Lifcyc In 2035 F R6	Registered Investment Company		\$3,186,968
	Nuveen Lifcyc In 2040 F R6	Registered Investment Company		\$1,397,378
	Nuveen Lifcyc In 2045 F R6	Registered Investment Company		\$1,463,555
	Nuveen Lifcyc In 2050 F R6	Registered Investment Company		\$1,788,250
	Nuveen Lifcyc In 2055 F R6	Registered Investment Company		\$604,824
	Nuveen Lifcyc In 2060 F R6	Registered Investment Company		\$300,424
	Nuveen Lifcyc In 2065 F R6	Registered Investment Company		\$20,449
	Nuveen S&P 500 Indx Fnd R6	Registered Investment Company		\$901,109
	PGIM High Yield Fund R6	Registered Investment Company		\$32,521
	Vangrd Cnsmr Stpl Indx Fd Adm	Registered Investment Company		\$22,141
	Vangrd Lg-Trm Inv-Grd Fd Admn	Registered Investment Company		\$22,550
	Vangrd Mid-Cap Index Fund Adm	Registered Investment Company		\$188,821
	Vangrd Mid-Cap VI Indx Fnd Adm	Registered Investment Company		\$8,910
	Vangrd Sm-Cap Grw Index Fd Adm	Registered Investment Company		\$43,113
	Vangrd Utilities Ind Fnd Adm	Registered Investment Company		\$19,797
	Vangrd Value Index Fund Adm	Registered Investment Company		\$280,440
	Vngrd Ttl Wld Stk Indx Fd Adm	Registered Investment Company		\$103,142
*	Voya Fixed Account (4450)	Insurance Company General Account		\$28,519
*	Voya Gv Mny Mkt F A (Hld Acct)	Registered Investment Company		\$95,970
	LOAN FUND	Participant Loans - Rates 4.25% to 9.50%		\$141,271
		TOTAL		\$14,773,471



Attachment to 2024 Form 5500

Schedule H, line 4i - Schedule of Assets

(Held at End of Year)

FALL CREEK FARM & NURSERY, INC. 401(K) PS PLAN

EIN#93-0912421

Plan# 001

* denotes party-in-interest

Column (d) is not required as the Plan investments are totally participant directed.