

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2023

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

Complete all entries in accordance with the instructions to the Form 5500.

Part I Annual Report Identification Information

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan: KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN
1b Three-digit plan number (PN): 003
1c Effective date of plan: 09/29/1991
2a Plan sponsor's name (employer, if for a single-employer plan): KENNICOTT BROTHERS COMPANY
2b Employer Identification Number (EIN): 36-1317280
2c Plan Sponsor's telephone number: 312-492-5614
2d Business code (see instructions): 424930

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

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

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

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

Form 5500 (2023) v. 230707

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	500
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)	392
	6a(2)	322
	6b	0
	6c	148
	6d	470
	6e	1
	6f	471
	6g(1)	500
	6g(2)	471
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2E 2F 2H 2J 2K 2P 2Q 2S 3I 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 type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

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

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE 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> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning **10/01/2023** and ending **09/30/2024**

A Name of plan KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 KENNICOTT BROTHERS COMPANY	D Employer Identification Number (EIN) 36-1317280	

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

RELIANCE TRUST COMPANY

58-1428634

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

AT RETIREMENT SERVICES, LLC

83-3455979

(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)

AT RETIREMENT SERVICES, LLC

1251 WATERFRONT PLACE
SUITE 510
PITTSBURGH, PA 15222

83-3455979

(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?
15 37 50 59 64	NONE	109386	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	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"/>

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <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/> 2023 <hr/> This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 10/01/2023 and ending 09/30/2024

A Name of plan <u>KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN</u>	B Three-digit plan number (PN)	<u>003</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>KENNICOTT BROTHERS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1317280</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: LADENBURG AGGR GROWTH INV CLASS

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

c EIN-PN <u>47-1756429-171</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>774103</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LADENBURG GROWTH AND INCOME INV

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

c EIN-PN <u>47-1772649-175</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2688357</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LADENBURG GROWTH INV CLASS

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

c EIN-PN <u>47-1765944-173</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>814434</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LADENBURG INCOME AND GROWTH INV

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

c EIN-PN <u>47-1785844-177</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1956419</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: LADENBURG INCOME INV CLASS

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

c EIN-PN <u>47-1796646-179</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>306145</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: RELIANCE TRUST STABLEVALUEFUND25053

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

c EIN-PN <u>46-6625485-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>41723</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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)

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)

Part II Information on Participating Plans (to be completed by DFEs, other than DCGs)

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

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

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b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

a Plan name

b Name of plan sponsor

c EIN-PN

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

A Name of plan KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 KENNICOTT BROTHERS COMPANY	D Employer Identification Number (EIN) 36-1317280

Part I Asset and Liability Statement

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	249049	1050324
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1425	1815
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)	511774	448809
(9) Value of interest in common/collective trusts	1c(9)	6556864	6581181
(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)	3353931	995687
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	6603255	9569500

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	25374222	27691277
(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	42650520	46338593
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	5504143	4811329
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	5504143	4811329
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	37146377	41527264

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)	962459	
(B) Participants	2a(1)(B)	1169216	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)	1050324	3181999
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)	24209	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		24209
(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)	3549966	
(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)		1454953
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		351290
c Other income	2c		2483898
d Total income. Add all income amounts in column (b) and enter total	2d		11046315

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6372327	
(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)		6372327
f Corrective distributions (see instructions).....	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		183715
i Administrative expenses:			
(1) Salaries and allowances.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	109386	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		109386
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6665428

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		4380887
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: **RSM US LLP**

(2) EIN: **42-0714325**

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.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	89419
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
e Was this plan covered by a fidelity bond?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
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.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
l Has the plan failed to provide any benefit when due under the plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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.	<input type="checkbox"/>	<input type="checkbox"/>	

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> 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 10/01/2023 and ending 09/30/2024

A Name of plan <u>KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KENNICOTT BROTHERS COMPANY</u>	D Employer Identification Number (EIN) <u>36-1317280</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	<u>1232910</u>
---	----------	----------------

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): 39-6079818 36-1317280

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 07 / 29 / 2022 (MM/DD/YYYY) and the Opinion Letter serial number Q702455A.

Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

Financial Report
September 30, 2024

Contents

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Independent Auditor's Report

RSM US LLP

Participants and Board of Directors
Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

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

We have performed audits of the financial statements of Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of September 30, 2024 and 2023, the related statement of changes in net assets available for benefits for the year ended September 30, 2024, and the related notes to the financial statements.

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

Management has obtained certifications from qualified institutions as of September 30, 2024 and 2023, and for the year ended September 30, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Emphasis of Matter—Investments

As discussed in Note 10, the financial statements include an investment representing 60% and 59% of total assets as of September 30, 2024 and 2023, respectively, whose fair value has been estimated by an independent appraisal, in the absence of readily ascertainable fair values, with the assistance of management and approved by the trustee. Because of the inherent uncertainty of the valuation, the estimated value may differ significantly from the value that would have been used had a market for the investment existed, and the difference could be material. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter—Supplemental Schedules Required by ERISA

The supplemental schedule of delinquent participant contributions for the year ended September 30, 2024, and schedule of assets (held at end of year) as of September 30, 2024, and are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by institutions that management determined meet the requirements of ERISA Section 103(a)(3)(C).

RSM US LLP

Schaumburg, Illinois
July 31, 2025

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Statement of Net Assets Available for Benefits
September 30, 2024**

	2024			Total
	Participant Directed	Nonparticipant Directed		
	Allocated	Unallocated		
Assets				
Investments at fair value:				
Registered investment companies	\$ 265,529	\$ 730,158	\$ -	\$ 995,687
Exchange traded funds	9,569,500	-	-	9,569,500
Common/collective trusts	6,581,181	-	-	6,581,181
Kennicott Bros. Company common stock	-	20,990,383	6,700,894	27,691,277
	<u>16,416,210</u>	<u>21,720,541</u>	<u>6,700,894</u>	<u>44,837,645</u>
Receivables:				
Notes receivable from participants	448,809	-	-	448,809
Company contributions (non-cash)	-	1,050,324	-	1,050,324
Accrued dividends	-	1,815	-	1,815
	<u>448,809</u>	<u>1,052,139</u>	<u>-</u>	<u>1,500,948</u>
Total assets	<u>16,865,019</u>	<u>22,772,680</u>	<u>6,700,894</u>	<u>46,338,593</u>
Liabilities				
Loans payable	-	-	4,811,329	4,811,329
Total liabilities	<u>-</u>	<u>-</u>	<u>4,811,329</u>	<u>4,811,329</u>
Net assets available for benefits	<u>\$ 16,865,019</u>	<u>\$ 22,772,680</u>	<u>\$ 1,889,565</u>	<u>\$ 41,527,264</u>

See notes to financial statements.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Statement of Net Assets Available for Benefits
September 30, 2023**

	2023			Total
	Participant Directed	Nonparticipant Directed		
		Allocated	Unallocated	
Assets				
Investments at fair value:				
Registered investment companies	\$ 2,949,282	\$ 404,649	\$ -	\$ 3,353,931
Exchange traded funds	6,603,255	-	-	6,603,255
Common/collective trusts	6,556,864	-	-	6,556,864
Kennicott Bros. Company common stock	-	18,344,724	7,029,498	25,374,222
	<u>16,109,401</u>	<u>18,749,373</u>	<u>7,029,498</u>	<u>41,888,272</u>
Receivables:				
Notes receivable from participants	511,774	-	-	511,774
Company contributions	-	249,049	-	249,049
Accrued dividends	-	1,425	-	1,425
	<u>511,774</u>	<u>250,474</u>	<u>-</u>	<u>762,248</u>
Total assets	<u>16,621,175</u>	<u>18,999,847</u>	<u>7,029,498</u>	<u>42,650,520</u>
Liabilities				
Loans payable	-	-	5,504,143	5,504,143
Total liabilities	<u>-</u>	<u>-</u>	<u>5,504,143</u>	<u>5,504,143</u>
Net assets available for benefits	<u>\$ 16,621,175</u>	<u>\$ 18,999,847</u>	<u>\$ 1,525,355</u>	<u>\$ 37,146,377</u>

See notes to financial statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended September 30, 2024

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
Additions to net assets attributed to:				
Investment income:				
Net appreciation in fair value of investments	\$ 4,003,353	\$ 2,516,283	\$ 1,033,683	\$ 7,553,319
Interest and dividends	265,310	21,478	-	286,788
	<u>4,268,663</u>	<u>2,537,761</u>	<u>1,033,683</u>	<u>7,840,107</u>
Interest income on notes receivable from participants	24,209	-	-	24,209
Contributions:				
Company	-	334,979	627,480	962,459
Company (non-cash)	-	1,050,324	-	1,050,324
Employee	1,169,216	-	-	1,169,216
	<u>1,169,216</u>	<u>1,385,303</u>	<u>627,480</u>	<u>3,181,999</u>
Allocation of 19,044.9752 shares of common stock of Kennicott Bros. Company, at fair value	-	1,362,287	-	1,362,287
Total additions	<u>5,462,088</u>	<u>5,285,351</u>	<u>1,661,163</u>	<u>12,408,602</u>
Deductions from net assets attributed to:				
Benefits paid directly to participants	5,108,858	1,263,469	-	6,372,327
Interest expense	-	-	183,715	183,715
Administrative expenses	109,386	-	-	109,386
Allocation of 19,044.9752 shares of common stock of Kennicott Bros. Company, at fair value	-	-	1,362,287	1,362,287
Total deductions	<u>5,218,244</u>	<u>1,263,469</u>	<u>1,546,002</u>	<u>8,027,715</u>
Transfer for debt service	-	(249,049)	249,049	-
Net increase	243,844	3,772,833	364,210	4,380,887
Net assets available for benefits:				
Beginning of year	16,621,175	18,999,847	1,525,355	37,146,377
End of year	<u>\$ 16,865,019</u>	<u>\$ 22,772,680</u>	<u>\$ 1,889,565</u>	<u>\$ 41,527,264</u>

See notes to financial statements.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description

The following brief description of Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General: The Plan is an Employee Stock Ownership Plan (ESOP) with a 401(k) feature. The Plan covers non-union employees of Kennicott Bros. Company (the Company) who have met the eligibility requirements, as defined by the Plan. Employees who have attained the age of 21 and completed 60 days of continuous service from their most recent date of hire are eligible to participate in the Plan. An employee shall become a participant in the Plan on the first day of each month following the date the employee satisfies the eligibility requirements. On September 28, 2023, the Plan was amended to remove the age requirement, effective as of October 1, 2023.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In May 2000, the Plan purchased Kennicott Bros. Company stock using the proceeds from a note payable from the Company (which has since been paid) and notes payable from former shareholders guaranteed by the Company, and holds the stock in a trust established under the Plan. The borrowing was fully paid as of September 30, 2024.

In April 2023, Mid Atlantic Trust Company rebranded to become American Trust Company. The Plan's asset and income information as of September 30, 2024 and 2023, and for year ended September 30, 2024, were certified under the American Trust Company brand.

On September 30, 2023, the Plan purchased 36,731 shares of the Company's common stock, that were previously held as treasury shares, from the Company in exchange for a note payable amounting to \$1,947,116. The note bears interest of 4.19% with equal annual installment of principal and interest of \$145,726 beginning September 30, 2024 through September 30, 2043. These shares are held in a suspense account and will be released to participants as the Plan makes each payment of principal and interest to the Company. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible participants' accounts in accordance with applicable regulations under the Internal Revenue Code (the Code).

On September 28, 2022, the Plan purchased 63,609 shares of the Company's common stock, that were previously held as treasury shares, from the Company in exchange for a note payable amounting to \$3,094,571. The note bears interest of 3.14% with equal annual installment of principal and interest of \$210,742 beginning September 30, 2023 through September 30, 2042. These shares are held in a suspense account and will be released to participants as the Plan makes each payment of principal and interest to the Company. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible participants' accounts in accordance with applicable regulations under the Code.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description (Continued)

On September 29, 2021, the Plan purchased 82,916 shares of the Company's common stock, that were previously held as treasury shares, from the Company in exchange for a note payable amounting to \$3,527,247. The note bears interest of 1.73% with equal annual installment of principal and interest of \$210,168 beginning September 30, 2022 through September 30, 2041. These shares are held in a suspense account and will be released to participants as the Plan makes each payment of principal and interest to the Company. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible participants' accounts in accordance with applicable regulations under the Code. On November 2, 2023, the Board of Directors of the Company approved a contribution for 2023 to be used by the Plan to make a prepayment on this loan. Such contribution was received on March 31, 2024 and is presented as Company contributions receivable in the accompanying statement of net assets available for benefits as of September 30, 2023. Refer to contributions section below for additional discussion.

The lenders have no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan for the years 2024 and 2023 present separately the assets and liabilities and the changes therein pertaining to: (a) the accounts of employees with vested or unvested rights in allocated stock, and (b) stock not yet allocated to employees.

Contributions: Eligible participants are automatically enrolled in the Plan upon meeting the eligibility requirements. A participant will have 3% of compensation, as defined, deducted and contributed to the Plan unless and until the participant elects a higher or lower deferral rate. Additionally, participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company is obligated to make contributions in cash to the Plan, which equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its loans payable. The Company may make discretionary ESOP contributions, profit-sharing contributions and matching contributions to the Plan. Contributions are determined annually by the Company's Board of Directors. The Plan includes a safe harbor employer contribution, equivalent to 3% of compensation, as defined. A participant is eligible for safe harbor employer contributions if employed at any time during the Plan year. Total Company contributions amounted to \$2,012,783, which comprised of safe harbor contributions of \$656,141, and discretionary ESOP contributions of \$1,356,642. Of the total Company contributions, \$962,459 was contributed in cash, while \$1,050,324 was contributed in 14,683.6915 shares of Company stock, which were received by the Plan on April 22, 2025. Of these 14,683,6915 shares contributed, 9,172.9498 shares were for the safe harbor employer contributions and 5,510.7417 were for the discretionary ESOP contributions. Generally, participants must complete 1,000 hours of service and be employed on the last day of the plan year to receive ESOP contributions.

Contributions are subject to limitations as provided in the Code and as described in the Plan.

Investment options: Upon enrollment in the Plan, a participant may direct his or her contributions in a variety of investment choices as more fully described in the Plan's literature. Participants can change their investment options on a daily basis.

The Company stock portion of the Plan representing Company contributions is invested in Company stock in accordance with the plan document and is nonparticipant directed.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vesting: Participants are immediately vested in their contributions and safe harbor employer contributions plus actual earnings thereon. Vesting in the remainder of their accounts plus actual earnings is based on years of credited service. Participants are 20% vested after two years of service, and vesting increases 20% each additional year of service to a maximum of 100% after six years. Participants are also 100% vested in all accounts in the event of death, permanent disability or upon reaching retirement age.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000 or (b) one-half of the participant's vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes receivable fund. Loan terms range from one to five years or longer for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate, as published in the Wall Street Journal, plus 1%. Principal and interest are paid through payroll deductions.

Payment of benefits: Distributions from the Plan are made upon retirement, termination, total disability or death. If termination of employment is prior to retirement age, the distribution of benefits, other than Company stock, will be distributed in a single lump sum upon request or may be retained in the Plan if requested. Participants may also make withdrawals from their vested account balances if a determination that a financial hardship, as defined, has occurred. The Plan also permits in-service withdrawals of all of a participant's accounts other than the ESOP account after attaining age 59½. For the year ended September 30, 2024, the Plan distributed 19,770.8437 shares to participants valued at \$1,232,910 and cash in the amount of \$30,559 for shares previously segregated for terminated participants who previously deferred receipt of their benefits. In addition, \$5,108,858 was paid from the 401(k) portion of the Plan.

Voting rights: GreatBanc Trust Company (the Trustee) shall vote the shares held in the trust fund with respect to all matters. The ESOP Voting Committee shall be entitled to direct the Trustee as to how to vote such shares, including the shares allocated to the suspense account and, if the participants are allowed to direct the Trustee, pursuant to the Code, all other shares with respect to which the participants may fail to direct the Trustee.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's contributions, if any; forfeitures, if any; and plan earnings. Allocations are based on participant account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Put option: Under federal income tax regulations, the Company stock that is held by the Plan for its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair value of the stock. The Company can pay for the purchases with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Kennicott Bros. Company common stock is not readily tradable on an established securities market; therefore, former participants who received benefits in the form of Kennicott Bros. Company common stock shares may require the Company to purchase the shares within two 60-day periods, the first of which begins on the distribution date. The second put option period begins on the first anniversary of the payment date.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description (Continued)

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments, which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify shall be entitled to direct the investment to or among one or more investment funds offered by the Plan, or may receive a distribution of Company stock and exercise their put option. Total diversification for the year ended September 30, 2024 was 1,198.0199 shares which amounted to \$74,709 and included in benefits paid directly to participants in the statement of changes in net assets available for benefits.

Forfeitures: At September 30, 2024 and 2023, there were no unallocated forfeitures. Forfeitures are kept in a suspense account and allocated to eligible participants as matching contributions. Any remaining forfeitures shall be applied first to reduce any administrative expenses in the operations and administration of the Plan. If any forfeitures remain, these shall be applied to reduce the next employer contribution and allocated as part of that employer contribution. For the year ended September 30, 2024, there were no forfeitures used to pay administrative expenses, and the Company allocated 2,095 shares that were forfeited during the plan year ended September 30, 2024.

Note 2. Significant Accounting Policies

Use of estimates: The preparation of financial statements in accordance 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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Fiduciary Investment Committee determines the Plan's valuation policies utilizing information provided by investment trustees. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Contributions: Contributions from Plan participants are recorded in the year in which the employee contributions are withheld from compensation. Company contributions are recorded in the year designated by the Board of Directors of the Company.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. Notes receivable from participants have been classified as an investment asset for Form 5500 reporting purposes and, accordingly, have been included as an investment in the supplemental schedule, Schedule H, line 4i—schedule of assets (held at end of year).

Payment of benefits: Benefits are recorded when paid.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 2. Significant Accounting Policies (Continued)

Transfer for debt service: Amount represents prior year allocated Company contributions receivable that was received in the current year. Amount was transferred to the unallocated portion of the Plan as it was used to pay principal and interest on the ESOP note.

Subsequent events: The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through July 31, 2025, the date the financial statements were available to be issued.

Note 3. Information Certified or Provided by American Trust Company GreatBanc Trust Company, the Trustee for the ESOP Activity

The following is a summary of the Plan's asset and income information as of September 30, 2024 and 2023, and for the year ended September 30, 2024, included throughout the Plan's financial statements and ERISA-required supplemental schedules, obtained by management and agreed to or derived from information certified as complete and accurate to the best of their knowledge by American Trust Company and GreatBanc Trust Company, qualified institutions:

The following information was certified by American Trust Company as of and for the year ended September 30:

	2024	2023
Registered investment companies, at fair value	\$ 265,529	\$ 2,949,282
Exchange-traded funds, at fair value	9,569,500	6,603,255
Common/collective trusts, at fair value	6,581,181	6,556,864
Notes receivable from participants	448,809	
Net appreciation in fair value of investments	4,003,353	
Interest and dividends	265,310	
Interest income on notes receivable from participants	24,209	

The following information was certified by GreatBanc Trust Company as of and for the year ended September 30:

	2024	2023
Kennicott Bros Company common stock, at fair value	\$ 27,691,277	\$ 25,374,222
Registered investment companies, at fair value	730,158	404,649
Accrued dividends	1,815	1,425
Net appreciation in fair value of investments:		
Kennicott Bros. Company common stock	3,549,966	
Interest and dividends	21,478	

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification (ASC) 820 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Exchange-traded funds: Investments in exchange traded funds are valued at the quoted prices in active markets.

Units of common/collective trusts at readily determinable fair value: Valued at the daily published NAV per unit held by the Plan as quoted by the trusts. The NAV is based on the fair value of the underlying investments held by the trust less its liabilities and is the basis for current transactions. Participant transactions may occur daily.

Units of common/collective trusts at practical expedient: Valued at the total of the NAV of shares of mutual funds and cash held by the account. The Plan's interest is valued based on the information reported by the investment advisor. The NAV is used as a practical expedient to estimate fair value. The NAV of the common/collective trust account itself is not publicly quoted but the values are not dependent on the input of any significant judgements or assumptions by management.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

Kennicott Bros. Company common stock: Valued at fair value, as determined by the ESOP Trustee, after taking into consideration a valuation from an independent appraiser. This appraisal was based upon a combination of valuation techniques, including a discounted cash flow method and a capitalized cash flow method. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2024 and 2023:

	2024			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 995,687	\$ -	\$ -	\$ 995,687
Exchange traded funds	9,569,500	-	-	9,569,500
Common/collective trusts	-	6,539,458	-	6,539,458
Common stock—Kennicott Bros. Company	-	-	27,691,277	27,691,277
Total assets in fair value hierarchy	<u>\$ 10,565,187</u>	<u>\$ 6,539,458</u>	<u>\$ 27,691,277</u>	44,795,922
Investments measured at NAV (a)				41,723
Investments at fair value				<u>\$ 44,837,645</u>

	2023			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 3,353,931	\$ -	\$ -	\$ 3,353,931
Exchange traded funds	6,603,255	-	-	6,603,255
Common/collective trusts	-	6,515,029	-	6,515,029
Common stock—Kennicott Bros. Company	-	-	25,374,222	25,374,222
Total assets in fair value hierarchy	<u>\$ 9,957,186</u>	<u>\$ 6,515,029</u>	<u>\$ 25,374,222</u>	41,846,437
Investments measured at NAV (a)				41,835
Investments at fair value				<u>\$ 41,888,272</u>

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

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using NAV per share as of September 30, 2024 and 2023:

Investment	Fair Value		Unfunded Commitment		Redemption Frequency	Redemption Notice Period
	2024	2023	2024	2023		
Common/collective trust	<u>\$ 41,723</u>	<u>\$ 41,835</u>	<u>\$ -</u>	<u>\$ -</u>	Daily	None

Changes in fair value levels: To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended September 30, 2024, there were no transfers in or out of Level 3.

The table below sets forth a summary of additions to and deductions from the Plan's Level 3 assets for the year ended September 30, 2024:

	<u>Common Stock</u>
Shares distributed (19,770.8437 shares)	\$ (1,232,910)

Quantitative information about significant unobservable inputs used in level 3 fair value measurements: The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs.

Instrument	Fair Value		Principal Valuation Technique	Unobservable Inputs
	2024	2023		
Common stock— Kennicott Bros. Company	\$ 27,691,277	\$ 25,374,222	Discounted cash flow	Weighted-average cost of capital Sales growth EBITDA growth EBITDA margin Discount for lack of marketability
			Capitalized cash flow	Weighted-average cost of capital Historical EBITDA Investment in working capital Capitalization factor Discount for lack of marketability

Note 5. Related-Party and Party-in-Interest Transactions

The Plan's investments are held and invested by American Trust Company and GreatBanc Trust Company, the trustees. Nonparticipant-directed investments are common stock of the Company. Touchstone Retirement Group is the Plan's recordkeeper. Therefore, fees paid to these parties qualify as party-in-interest transactions. Net fees paid to such parties during the year ended September 30, 2024, amounted to \$109,386.

Certain employees of the Company provide services to the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 7. Investments and Transactions with Company

The fair value of Kennicott Bros. Company common stock was \$71.53 and \$62.36 per share based upon the September 30, 2024 and 2023, valuations, respectively. Information about the Plan's investment in the Company's common stock at September 30, 2024 and 2023, is as follows:

	2024		2023	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	293,448.6727	93,679.4947	294,174.5412	112,724.4699
Fair value	\$ 20,990,383	\$ 6,700,894	\$ 18,344,724	\$ 7,029,498

Note 8. Loans Payable

Loans payable consist of the following at September 30, 2024 and 2023:

	2024	2023
Note payable to the Company, due in annual installments of \$145,726 beginning on September 30, 2024, and on September 30 of each succeeding year, with interest payments at 4.19% due annually, with the final payment due on September 30, 2043, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	\$ 1,883,440	\$ 1,947,116
Note payable to the Company, due in annual installments of \$210,742 beginning on September 30, 2023, and on September 30 of each succeeding year, with interest payments at 3.14% due annually, with the final payment due on September 30, 2042, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	2,864,427	2,981,548
Note payable to the Company, due in annual installments of \$210,168 beginning on September 30, 2022, and on September 30 of each succeeding year, with interest payments at 1.73% due annually, with the final payment due on September 30, 2041, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	63,462	515,852
Notes payable to former shareholders, due in monthly installments of \$9,940 beginning on the last day of the month in which the Term Note is paid in full, with interest payments at 7% due monthly beginning on May 31, 2000, with the final payment due no later than 10 years after the Term Note has been paid in full, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	-	59,627
	<u>\$ 4,811,329</u>	<u>\$ 5,504,143</u>

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 8. Loans Payable (Continued)

Maturities for long-term debt are as follows:

Years ending September 30:	
2025	\$ 419,930
2026	356,468
2027	356,468
2028	356,468
2029	356,468
Thereafter	2,965,527
	<u>\$ 4,811,329</u>

Note 9. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated June 2, 2023, that the Plan is designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed, and is currently being operated in conformity with the applicable requirements of the Code and therefore, believes the Plan is qualified.

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

Note 10. Risks and Uncertainties

The Plan invests in various investment securities, including the Company's common stock. Investment securities are exposed to various risks such as interest rate, market and credit risks, as well as valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with investment securities, and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. As of September 30, 2024 and 2023, 60% and 59%, respectively, of the Plan's total assets were invested in shares of the Kennicott Bros. Company common stock.

Note 11. Prohibited Transactions

For the year ended September 30, 2024, the Company inadvertently failed to deposit \$27 of participant deferrals within the required timeframe as stated by the United States Department of Labor regulations. The Company intends to reimburse the Plan for lost earnings, file Form 5330 and pay the applicable excise tax. The excise tax payments will be made from the Company's assets and not from assets of the Plan.

For the year ended September 30, 2022, the Company inadvertently failed to deposit \$89,392 of participant deferrals within the required timeframe as stated by the United States Department of Labor regulations. The Company intends to reimburse the Plan for lost earnings, file Form 5330 and pay the applicable excise tax. The excise tax payments will be made from the Company's assets and not from assets of the Plan.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Schedule H, Line 4a—Schedule of Delinquent Participant Contributions
Year Ended September 30, 2024

Employee Identification Number: 36-1317280

Plan Number: 003

Participant contributions transferred late to plan: \$89,419	Total that constitute prohibited non-exempt transactions \$89,419			Total fully corrected under VFCP and PTE 2002-51
	[x] Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside of VFCP	
September 30, 2024	\$ 27	\$ -	\$ -	\$ -
September 30, 2022	89,392	-	-	-

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
September 30, 2024**

Employee Identification Number: 36-1317280
Plan Number: 003

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Participant directed:				
Exchange-traded funds:				
	Global X	MLP & Energy Infrastructure ETF	**	\$ 1,531,053
	Schwab	International Equity ETF	**	62,274
	iShares	7-10 Year Treasury Bond ETF	**	26,272
	iShares	10-20 Year Treasury Bond ETF	**	19,918
	iShares	Russell Mid-Cap Value ETF	**	123,569
	iShares	Russell Mid-Cap Growth ETF	**	454,433
	iShares	Russell 1000 Value ETF	**	1,167,942
	iShares	Russell 1000 Growth ETF	**	3,035,237
	iShares	Russell 2000 Value ETF	**	117,153
	iShares	Russell 2000 Growth ETF	**	99,976
	iShares	Core Moderate Allocation ETF	**	14,115
	iShares	Core MSCI Emerging Markets ETF	**	5,165
	VanEck	Local Currency Bond ETF	**	8
	VanEck	Vectors Fallen Angel High Yield Bond ETF	**	59,945
	Vanguard	Total Bond Market Index Fund ETF	**	9,599
	Vanguard	Total International Bond Index Fund ETF	**	52,617
	Vanguard	Mortgage-Backed Securities Index Fund ETF	**	149
	Vanguard	Intermediate-Term Corporate Bond Index Fund ETF	**	47,265
	Vanguard	S&P 500 ETF	**	2,682,447
	Vanguard	Real Estate Index Fund ETF	**	60,363
				<u>9,569,500</u>
Registered investment companies:				
	Vanguard	Target Retirement 2025 Fund Investor	**	66,430
	Vanguard	Target Retirement 2035 Fund Investor	**	20,768
	Vanguard	Target Retirement 2045 Fund Investor	**	18,601
	Vanguard	Target Retirement 2020 Fund Investor	**	62,642
	Vanguard	Target Retirement 2055 Fund Investor	**	20,772
	Vanguard	Target Retirement 2040 Fund Investor	**	269
	Vanguard	Target Retirement 2030 Fund Investor	**	73,405
	Vanguard	Target Retirement 2065 Fund Investor	**	2,643
	Goldman Sachs	Treasury Instrument Fund Institutional	**	730,157
				<u>995,687</u>
Common/collective trusts:				
	American Trust Company	Ladenburg Total Portfolio Aggressive Growth Investor Class	**	774,103
	American Trust Company	Ladenburg Total Portfolio Growth Investor Class	**	814,434
	American Trust Company	Ladenburg Total Portfolio Growth and Income Investor Class	**	2,688,357
	American Trust Company	Ladenburg Total Portfolio Income and Growth Investor Class	**	1,956,419
	American Trust Company	Ladenburg Total Portfolio Income Investor Class	**	306,145
	Reliance Trust Company	Stable Value Fund—Series 25053	**	41,723
				<u>6,581,181</u>
	* Participants	Participant loans, interest rates ranging from 4.25% to 9.50%, maturing through August 2053	**	448,809
Nonparticipant directed:				
Common stock:				
	* Kennicott Bros. Company	Kennicott Bros. Company common stock, 387,128.1674 shares	\$ 13,667,299	27,691,277
				<u>\$ 13,667,299</u>
				<u>\$ 45,286,454</u>

* Represents a party-in-interest.

** Cost information is not required for participant-directed investments.

The above information has been certified by American Trust Services, the trustee for the 401(k) activity and GreatBanc Trust Company, the trustee for the ESOP activity, as complete and accurate, to the best of their knowledge.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2023

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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


- A** This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
 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 KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401 (K) PLAN	1b Three-digit plan number (PN) ▶ 003
	1c Effective date of plan 09/29/1991
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) KENNICOTT BROTHERS COMPANY 1638 WEST HUBBARD STREET CHICAGO IL 60622-6723	2b Employer Identification Number (EIN) 36-1317280
	2c Plan Sponsor's telephone number 312-492-5614
	2d Business code (see instructions) 424930

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		7-15-25	Terry Ward
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2023)
v. 2300728

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	520
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)	392
	6a(2)	322
	6b	0
	6c	148
	6d	470
	6e	1
	6f	471
	6g(1)	500
	6g(2)	471
h	6h	53
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2H 2J 2K 2P 2Q 2S 3I 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 type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

a Pension Schedules

- (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 _____
- (4) **C** (Service Provider Information)
- (5) **D** (DFE/Participating Plan Information)
- (6) **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

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.

Part I Annual Report Identification Information

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

A This return/report is for: a multiemployer plan a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
 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 KENNICOTT BROTHERS COMPANY EMPLOYEE STOCK OWNERSHIP AND 401 (K) PLAN	1b Three-digit plan number (PN) ▶ 003
	1c Effective date of plan 09/29/1991
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) KENNICOTT BROTHERS COMPANY 1638 WEST HUBBARD STREET CHICAGO IL 60622-6723	2b Employer Identification Number (EIN) 36-1317280
	2c Plan Sponsor's telephone number 312-492-5614
	2d Business code (see instructions) 424930
	(Blank space for additional information)

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		9-02-25	Mark Wisnevitz
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <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	500
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)	392
	6a(2)	322
	6b	0
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	6f	471
	6g(1)	500
6g(2)	471	
6h	53	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2H 2J 2K 2P 2Q 2S 3I 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 type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

a Pension Schedules

- (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 _____
- (4) **C** (Service Provider Information)
- (5) **D** (DFE/Participating Plan Information)
- (6) **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code _____

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Schedule H, Line 4j—Schedule of Reportable Transactions
Year Ended September 30, 2023**

(a) Identity of Party Involved	(b) Description of Asset (Includes Interest Rate and Maturity in Case of a Loan)	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred	(g) Cost of Asset	(h) Current Value of Asset at Transaction Date	(i) Net Gain or (Loss)
* Kennicott Bros. Company	Common stock	\$ 1,947,116	\$ -	\$ -	\$ -	\$ 1,947,116	\$ 1,947,116	\$ -

* Represents a party-in-interest.

The above information has been certified by GreatBanc Trust Company, the trustee for ESOP activity, as complete and accurate to the best of their knowledge.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

EIN: 36-1317280

Plan Number: 003

**Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
September 30, 2023**

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Participant directed:				
		Exchange-traded funds:		
	Global X	MLP & Energy Infrastructure ETF	**	\$ 1,062,083
	Schwab	International Equity ETF	**	33,869
	iShares	7-10 Year Treasury Bond ETF	**	11,256
	iShares	10-20 Year Treasury Bond ETF	**	6,065
	iShares	Russell Mid-Cap Value ETF	**	163,542
	iShares	Russell Mid-Cap Growth ETF	**	410,793
	iShares	Russell 1000 Value ETF	**	1,211,521
	iShares	Russell 1000 Growth ETF	**	1,909,665
	iShares	Russell 2000 Value ETF	**	113,801
	iShares	Russell 2000 Growth ETF	**	162,770
	iShares	Core Moderate Allocation ETF	**	5,944
	iShares	Core MSCI Emerging Markets ETF	**	22,811
	VanEck	Local Currency Bond ETF	**	50
	VanEck	Vectors Fallen Angel High Yield Bond ETF	**	19,942
	Vanguard	Total Bond Market Index Fund ETF	**	5,696
	Vanguard	Total International Bond Index Fund ETF	**	21,882
	Vanguard	Mortgage-Backed Securities Index Fund ETF	**	47,602
	Vanguard	Intermediate-Term Corporate Bond Index Fund ETF	**	26,023
	Vanguard	S&P 500 ETF	**	1,212,619
	Vanguard	Real Estate Index Fund ETF	**	155,321
				6,603,255
		Registered investment companies:		
	Vanguard	Target Retirement 2025 Fund Investor	**	54,927
	Vanguard	Target Retirement 2035 Fund Investor	**	16,795
	Vanguard	Target Retirement 2045 Fund Investor	**	21,471
	Vanguard	Target Retirement 2020 Fund Investor	**	53,281
	Vanguard	Target Retirement 2055 Fund Investor	**	2,747,254
	Vanguard	Target Retirement 2040 Fund Investor	**	1,001
	Vanguard	Target Retirement 2030 Fund Investor	**	54,553
	Goldman Sachs	Treasury Instrument Fund Institutional	**	404,649
				3,353,931
		Common/collective trusts:		
	American Trust Company	Ladenburg Total Portfolio Aggressive Growth Investor Class	**	618,741
	American Trust Company	Ladenburg Total Portfolio Growth Investor Class	**	935,456
	American Trust Company	Ladenburg Total Portfolio Growth and Income Investor Class	**	2,416,160
	American Trust Company	Ladenburg Total Portfolio Income and Growth Investor Class	**	2,203,185
	American Trust Company	Ladenburg Total Portfolio Income Investor Class	**	341,487
	Reliance Trust Company	Stable Value Fund—Series 25053	**	41,835
				6,556,864
*	Participants	Participant loans, interest rates ranging from 4.25% to 9.50%, maturing through July 2039	**	511,774
Nonparticipant directed:				
		Common stock:		
*	Kennicott Bros. Company	Kennicott Bros. Company common stock, 406,899.0111 shares	\$ 14,325,545	25,374,222
			\$ 14,325,545	\$ 42,400,046

* Represents a party-in-interest.

** Cost information is not required for participant-directed investments.

The above information has been certified by American Trust Services, the trustee for the 401(k) activity and GreatBanc Trust Company, the trustee for the ESOP activity, as complete and accurate, to the best of their knowledge.

Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

Financial Report
September 30, 2024

Contents

Independent auditor's report	1-3
<hr/>	
Financial statements	
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Schedule H, line 4i—schedule of assets (held at end of year)	18



Independent Auditor's Report

RSM US LLP

Participants and Board of Directors
Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan

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

We have performed audits of the financial statements of Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of September 30, 2024 and 2023, the related statement of changes in net assets available for benefits for the year ended September 30, 2024, and the related notes to the financial statements.

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

Management has obtained certifications from qualified institutions as of September 30, 2024 and 2023, and for the year ended September 30, 2024, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

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

Emphasis of Matter—Investments

As discussed in Note 10, the financial statements include an investment representing 60% and 59% of total assets as of September 30, 2024 and 2023, respectively, whose fair value has been estimated by an independent appraisal, in the absence of readily ascertainable fair values, with the assistance of management and approved by the trustee. Because of the inherent uncertainty of the valuation, the estimated value may differ significantly from the value that would have been used had a market for the investment existed, and the difference could be material. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter—Supplemental Schedules Required by ERISA

The supplemental schedule of delinquent participant contributions for the year ended September 30, 2024, and schedule of assets (held at end of year) as of September 30, 2024, and are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by qualified institutions agrees to, or is derived from, in all material respects, the information prepared and certified by institutions that management determined meet the requirements of ERISA Section 103(a)(3)(C).

RSM US LLP

Schaumburg, Illinois
July 31, 2025

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Statement of Net Assets Available for Benefits
September 30, 2024**

	2024			Total
	Participant Directed	Nonparticipant Directed		
	Allocated	Unallocated		
Assets				
Investments at fair value:				
Registered investment companies	\$ 265,529	\$ 730,158	\$ -	\$ 995,687
Exchange traded funds	9,569,500	-	-	9,569,500
Common/collective trusts	6,581,181	-	-	6,581,181
Kennicott Bros. Company common stock	-	20,990,383	6,700,894	27,691,277
	<u>16,416,210</u>	<u>21,720,541</u>	<u>6,700,894</u>	<u>44,837,645</u>
Receivables:				
Notes receivable from participants	448,809	-	-	448,809
Company contributions (non-cash)	-	1,050,324	-	1,050,324
Accrued dividends	-	1,815	-	1,815
	<u>448,809</u>	<u>1,052,139</u>	<u>-</u>	<u>1,500,948</u>
Total assets	<u>16,865,019</u>	<u>22,772,680</u>	<u>6,700,894</u>	<u>46,338,593</u>
Liabilities				
Loans payable	-	-	4,811,329	4,811,329
Total liabilities	<u>-</u>	<u>-</u>	<u>4,811,329</u>	<u>4,811,329</u>
Net assets available for benefits	<u>\$ 16,865,019</u>	<u>\$ 22,772,680</u>	<u>\$ 1,889,565</u>	<u>\$ 41,527,264</u>

See notes to financial statements.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Statement of Net Assets Available for Benefits
September 30, 2023**

	2023			Total
	Participant Directed	Nonparticipant Directed		
		Allocated	Unallocated	
Assets				
Investments at fair value:				
Registered investment companies	\$ 2,949,282	\$ 404,649	\$ -	\$ 3,353,931
Exchange traded funds	6,603,255	-	-	6,603,255
Common/collective trusts	6,556,864	-	-	6,556,864
Kennicott Bros. Company common stock	-	18,344,724	7,029,498	25,374,222
	<u>16,109,401</u>	<u>18,749,373</u>	<u>7,029,498</u>	<u>41,888,272</u>
Receivables:				
Notes receivable from participants	511,774	-	-	511,774
Company contributions	-	249,049	-	249,049
Accrued dividends	-	1,425	-	1,425
	<u>511,774</u>	<u>250,474</u>	<u>-</u>	<u>762,248</u>
Total assets	<u>16,621,175</u>	<u>18,999,847</u>	<u>7,029,498</u>	<u>42,650,520</u>
Liabilities				
Loans payable	-	-	5,504,143	5,504,143
Total liabilities	<u>-</u>	<u>-</u>	<u>5,504,143</u>	<u>5,504,143</u>
Net assets available for benefits	<u>\$ 16,621,175</u>	<u>\$ 18,999,847</u>	<u>\$ 1,525,355</u>	<u>\$ 37,146,377</u>

See notes to financial statements.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended September 30, 2024

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
Additions to net assets attributed to:				
Investment income:				
Net appreciation in fair value of investments	\$ 4,003,353	\$ 2,516,283	\$ 1,033,683	\$ 7,553,319
Interest and dividends	265,310	21,478	-	286,788
	<u>4,268,663</u>	<u>2,537,761</u>	<u>1,033,683</u>	<u>7,840,107</u>
Interest income on notes receivable from participants	24,209	-	-	24,209
Contributions:				
Company	-	334,979	627,480	962,459
Company (non-cash)	-	1,050,324	-	1,050,324
Employee	1,169,216	-	-	1,169,216
	<u>1,169,216</u>	<u>1,385,303</u>	<u>627,480</u>	<u>3,181,999</u>
Allocation of 19,044.9752 shares of common stock of Kennicott Bros. Company, at fair value	-	1,362,287	-	1,362,287
Total additions	<u>5,462,088</u>	<u>5,285,351</u>	<u>1,661,163</u>	<u>12,408,602</u>
Deductions from net assets attributed to:				
Benefits paid directly to participants	5,108,858	1,263,469	-	6,372,327
Interest expense	-	-	183,715	183,715
Administrative expenses	109,386	-	-	109,386
Allocation of 19,044.9752 shares of common stock of Kennicott Bros. Company, at fair value	-	-	1,362,287	1,362,287
Total deductions	<u>5,218,244</u>	<u>1,263,469</u>	<u>1,546,002</u>	<u>8,027,715</u>
Transfer for debt service	-	(249,049)	249,049	-
Net increase	243,844	3,772,833	364,210	4,380,887
Net assets available for benefits:				
Beginning of year	16,621,175	18,999,847	1,525,355	37,146,377
End of year	<u>\$ 16,865,019</u>	<u>\$ 22,772,680</u>	<u>\$ 1,889,565</u>	<u>\$ 41,527,264</u>

See notes to financial statements.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description

The following brief description of Kennicott Bros. Company Employee Stock Ownership and 401(k) Plan (the Plan) is provided for general information purposes only. Participants should refer to the plan agreement for more complete information.

General: The Plan is an Employee Stock Ownership Plan (ESOP) with a 401(k) feature. The Plan covers non-union employees of Kennicott Bros. Company (the Company) who have met the eligibility requirements, as defined by the Plan. Employees who have attained the age of 21 and completed 60 days of continuous service from their most recent date of hire are eligible to participate in the Plan. An employee shall become a participant in the Plan on the first day of each month following the date the employee satisfies the eligibility requirements. On September 28, 2023, the Plan was amended to remove the age requirement, effective as of October 1, 2023.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

In May 2000, the Plan purchased Kennicott Bros. Company stock using the proceeds from a note payable from the Company (which has since been paid) and notes payable from former shareholders guaranteed by the Company, and holds the stock in a trust established under the Plan. The borrowing was fully paid as of September 30, 2024.

In April 2023, Mid Atlantic Trust Company rebranded to become American Trust Company. The Plan's asset and income information as of September 30, 2024 and 2023, and for year ended September 30, 2024, were certified under the American Trust Company brand.

On September 30, 2023, the Plan purchased 36,731 shares of the Company's common stock, that were previously held as treasury shares, from the Company in exchange for a note payable amounting to \$1,947,116. The note bears interest of 4.19% with equal annual installment of principal and interest of \$145,726 beginning September 30, 2024 through September 30, 2043. These shares are held in a suspense account and will be released to participants as the Plan makes each payment of principal and interest to the Company. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible participants' accounts in accordance with applicable regulations under the Internal Revenue Code (the Code).

On September 28, 2022, the Plan purchased 63,609 shares of the Company's common stock, that were previously held as treasury shares, from the Company in exchange for a note payable amounting to \$3,094,571. The note bears interest of 3.14% with equal annual installment of principal and interest of \$210,742 beginning September 30, 2023 through September 30, 2042. These shares are held in a suspense account and will be released to participants as the Plan makes each payment of principal and interest to the Company. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible participants' accounts in accordance with applicable regulations under the Code.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description (Continued)

On September 29, 2021, the Plan purchased 82,916 shares of the Company's common stock, that were previously held as treasury shares, from the Company in exchange for a note payable amounting to \$3,527,247. The note bears interest of 1.73% with equal annual installment of principal and interest of \$210,168 beginning September 30, 2022 through September 30, 2041. These shares are held in a suspense account and will be released to participants as the Plan makes each payment of principal and interest to the Company. As the Plan makes each payment of principal and interest, as required, an appropriate percentage of stock will be allocated to eligible participants' accounts in accordance with applicable regulations under the Code. On November 2, 2023, the Board of Directors of the Company approved a contribution for 2023 to be used by the Plan to make a prepayment on this loan. Such contribution was received on March 31, 2024 and is presented as Company contributions receivable in the accompanying statement of net assets available for benefits as of September 30, 2023. Refer to contributions section below for additional discussion.

The lenders have no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan for the years 2024 and 2023 present separately the assets and liabilities and the changes therein pertaining to: (a) the accounts of employees with vested or unvested rights in allocated stock, and (b) stock not yet allocated to employees.

Contributions: Eligible participants are automatically enrolled in the Plan upon meeting the eligibility requirements. A participant will have 3% of compensation, as defined, deducted and contributed to the Plan unless and until the participant elects a higher or lower deferral rate. Additionally, participants who have attained the age of 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

The Company is obligated to make contributions in cash to the Plan, which equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its loans payable. The Company may make discretionary ESOP contributions, profit-sharing contributions and matching contributions to the Plan. Contributions are determined annually by the Company's Board of Directors. The Plan includes a safe harbor employer contribution, equivalent to 3% of compensation, as defined. A participant is eligible for safe harbor employer contributions if employed at any time during the Plan year. Total Company contributions amounted to \$2,012,783, which comprised of safe harbor contributions of \$656,141, and discretionary ESOP contributions of \$1,356,642. Of the total Company contributions, \$962,459 was contributed in cash, while \$1,050,324 was contributed in 14,683.6915 shares of Company stock, which were received by the Plan on April 22, 2025. Of these 14,683,6915 shares contributed, 9,172.9498 shares were for the safe harbor employer contributions and 5,510.7417 were for the discretionary ESOP contributions. Generally, participants must complete 1,000 hours of service and be employed on the last day of the plan year to receive ESOP contributions.

Contributions are subject to limitations as provided in the Code and as described in the Plan.

Investment options: Upon enrollment in the Plan, a participant may direct his or her contributions in a variety of investment choices as more fully described in the Plan's literature. Participants can change their investment options on a daily basis.

The Company stock portion of the Plan representing Company contributions is invested in Company stock in accordance with the plan document and is nonparticipant directed.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description (Continued)

Vesting: Participants are immediately vested in their contributions and safe harbor employer contributions plus actual earnings thereon. Vesting in the remainder of their accounts plus actual earnings is based on years of credited service. Participants are 20% vested after two years of service, and vesting increases 20% each additional year of service to a maximum of 100% after six years. Participants are also 100% vested in all accounts in the event of death, permanent disability or upon reaching retirement age.

Notes receivable from participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of (a) \$50,000 or (b) one-half of the participant's vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant notes receivable fund. Loan terms range from one to five years or longer for the purchase of a primary residence. The loans are collateralized by the balance in the participant's account and bear interest at the prime rate, as published in the Wall Street Journal, plus 1%. Principal and interest are paid through payroll deductions.

Payment of benefits: Distributions from the Plan are made upon retirement, termination, total disability or death. If termination of employment is prior to retirement age, the distribution of benefits, other than Company stock, will be distributed in a single lump sum upon request or may be retained in the Plan if requested. Participants may also make withdrawals from their vested account balances if a determination that a financial hardship, as defined, has occurred. The Plan also permits in-service withdrawals of all of a participant's accounts other than the ESOP account after attaining age 59½. For the year ended September 30, 2024, the Plan distributed 19,770.8437 shares to participants valued at \$1,232,910 and cash in the amount of \$30,559 for shares previously segregated for terminated participants who previously deferred receipt of their benefits. In addition, \$5,108,858 was paid from the 401(k) portion of the Plan.

Voting rights: GreatBanc Trust Company (the Trustee) shall vote the shares held in the trust fund with respect to all matters. The ESOP Voting Committee shall be entitled to direct the Trustee as to how to vote such shares, including the shares allocated to the suspense account and, if the participants are allowed to direct the Trustee, pursuant to the Code, all other shares with respect to which the participants may fail to direct the Trustee.

Participant accounts: Each participant's account is credited with the participant's contribution and the Company's contributions, if any; forfeitures, if any; and plan earnings. Allocations are based on participant account balances or compensation, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Put option: Under federal income tax regulations, the Company stock that is held by the Plan for its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair value of the stock. The Company can pay for the purchases with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Kennicott Bros. Company common stock is not readily tradable on an established securities market; therefore, former participants who received benefits in the form of Kennicott Bros. Company common stock shares may require the Company to purchase the shares within two 60-day periods, the first of which begins on the distribution date. The second put option period begins on the first anniversary of the payment date.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 1. Plan Description (Continued)

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments, which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify shall be entitled to direct the investment to or among one or more investment funds offered by the Plan, or may receive a distribution of Company stock and exercise their put option. Total diversification for the year ended September 30, 2024 was 1,198.0199 shares which amounted to \$74,709 and included in benefits paid directly to participants in the statement of changes in net assets available for benefits.

Forfeitures: At September 30, 2024 and 2023, there were no unallocated forfeitures. Forfeitures are kept in a suspense account and allocated to eligible participants as matching contributions. Any remaining forfeitures shall be applied first to reduce any administrative expenses in the operations and administration of the Plan. If any forfeitures remain, these shall be applied to reduce the next employer contribution and allocated as part of that employer contribution. For the year ended September 30, 2024, there were no forfeitures used to pay administrative expenses, and the Company allocated 2,095 shares that were forfeited during the plan year ended September 30, 2024.

Note 2. Significant Accounting Policies

Use of estimates: The preparation of financial statements in accordance 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, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Fiduciary Investment Committee determines the Plan's valuation policies utilizing information provided by investment trustees. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Contributions: Contributions from Plan participants are recorded in the year in which the employee contributions are withheld from compensation. Company contributions are recorded in the year designated by the Board of Directors of the Company.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document. Notes receivable from participants have been classified as an investment asset for Form 5500 reporting purposes and, accordingly, have been included as an investment in the supplemental schedule, Schedule H, line 4i—schedule of assets (held at end of year).

Payment of benefits: Benefits are recorded when paid.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 2. Significant Accounting Policies (Continued)

Transfer for debt service: Amount represents prior year allocated Company contributions receivable that was received in the current year. Amount was transferred to the unallocated portion of the Plan as it was used to pay principal and interest on the ESOP note.

Subsequent events: The Plan Administrator has evaluated subsequent events for potential recognition and/or disclosure through July 31, 2025, the date the financial statements were available to be issued.

Note 3. Information Certified or Provided by American Trust Company GreatBanc Trust Company, the Trustee for the ESOP Activity

The following is a summary of the Plan's asset and income information as of September 30, 2024 and 2023, and for the year ended September 30, 2024, included throughout the Plan's financial statements and ERISA-required supplemental schedules, obtained by management and agreed to or derived from information certified as complete and accurate to the best of their knowledge by American Trust Company and GreatBanc Trust Company, qualified institutions:

The following information was certified by American Trust Company as of and for the year ended September 30:

	2024	2023
Registered investment companies, at fair value	\$ 265,529	\$ 2,949,282
Exchange-traded funds, at fair value	9,569,500	6,603,255
Common/collective trusts, at fair value	6,581,181	6,556,864
Notes receivable from participants	448,809	
Net appreciation in fair value of investments	4,003,353	
Interest and dividends	265,310	
Interest income on notes receivable from participants	24,209	

The following information was certified by GreatBanc Trust Company as of and for the year ended September 30:

	2024	2023
Kennicott Bros Company common stock, at fair value	\$ 27,691,277	\$ 25,374,222
Registered investment companies, at fair value	730,158	404,649
Accrued dividends	1,815	1,425
Net appreciation in fair value of investments:		
Kennicott Bros. Company common stock	3,549,966	
Interest and dividends	21,478	

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 4. Fair Value Measurements

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under Financial Accounting Standards Board Accounting Standards Codification (ASC) 820 are described below:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets
- Quoted prices for identical or similar assets or liabilities in inactive markets
- Inputs other than quoted prices that are observable for the asset or liability
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

Shares of registered investment companies: Valued at the daily closing price as reported by the fund. Shares of registered investment companies held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Exchange-traded funds: Investments in exchange traded funds are valued at the quoted prices in active markets.

Units of common/collective trusts at readily determinable fair value: Valued at the daily published NAV per unit held by the Plan as quoted by the trusts. The NAV is based on the fair value of the underlying investments held by the trust less its liabilities and is the basis for current transactions. Participant transactions may occur daily.

Units of common/collective trusts at practical expedient: Valued at the total of the NAV of shares of mutual funds and cash held by the account. The Plan's interest is valued based on the information reported by the investment advisor. The NAV is used as a practical expedient to estimate fair value. The NAV of the common/collective trust account itself is not publicly quoted but the values are not dependent on the input of any significant judgements or assumptions by management.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

Kennicott Bros. Company common stock: Valued at fair value, as determined by the ESOP Trustee, after taking into consideration a valuation from an independent appraiser. This appraisal was based upon a combination of valuation techniques, including a discounted cash flow method and a capitalized cash flow method. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of September 30, 2024 and 2023:

	2024			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 995,687	\$ -	\$ -	\$ 995,687
Exchange traded funds	9,569,500	-	-	9,569,500
Common/collective trusts	-	6,539,458	-	6,539,458
Common stock—Kennicott Bros. Company	-	-	27,691,277	27,691,277
Total assets in fair value hierarchy	<u>\$ 10,565,187</u>	<u>\$ 6,539,458</u>	<u>\$ 27,691,277</u>	44,795,922
Investments measured at NAV (a)				41,723
Investments at fair value				<u>\$ 44,837,645</u>

	2023			
	Level 1	Level 2	Level 3	Total
Registered investment companies	\$ 3,353,931	\$ -	\$ -	\$ 3,353,931
Exchange traded funds	6,603,255	-	-	6,603,255
Common/collective trusts	-	6,515,029	-	6,515,029
Common stock—Kennicott Bros. Company	-	-	25,374,222	25,374,222
Total assets in fair value hierarchy	<u>\$ 9,957,186</u>	<u>\$ 6,515,029</u>	<u>\$ 25,374,222</u>	41,846,437
Investments measured at NAV (a)				41,835
Investments at fair value				<u>\$ 41,888,272</u>

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

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using NAV per share as of September 30, 2024 and 2023:

Investment	Fair Value		Unfunded Commitment		Redemption Frequency	Redemption Notice Period
	2024	2023	2024	2023		
Common/collective trust	<u>\$ 41,723</u>	<u>\$ 41,835</u>	<u>\$ -</u>	<u>\$ -</u>	Daily	None

Changes in fair value levels: To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

Plan management evaluates the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits. For the year ended September 30, 2024, there were no transfers in or out of Level 3.

The table below sets forth a summary of additions to and deductions from the Plan's Level 3 assets for the year ended September 30, 2024:

	<u>Common Stock</u>
Shares distributed (19,770.8437 shares)	\$ (1,232,910)

Quantitative information about significant unobservable inputs used in level 3 fair value measurements: The following table represents the Plan's Level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments, and the significant unobservable inputs.

Instrument	Fair Value		Principal Valuation Technique	Unobservable Inputs
	2024	2023		
Common stock— Kennicott Bros. Company	\$ 27,691,277	\$ 25,374,222	Discounted cash flow	Weighted-average cost of capital Sales growth EBITDA growth EBITDA margin Discount for lack of marketability
			Capitalized cash flow	Weighted-average cost of capital Historical EBITDA Investment in working capital Capitalization factor Discount for lack of marketability

Note 5. Related-Party and Party-in-Interest Transactions

The Plan's investments are held and invested by American Trust Company and GreatBanc Trust Company, the trustees. Nonparticipant-directed investments are common stock of the Company. Touchstone Retirement Group is the Plan's recordkeeper. Therefore, fees paid to these parties qualify as party-in-interest transactions. Net fees paid to such parties during the year ended September 30, 2024, amounted to \$109,386.

Certain employees of the Company provide services to the Plan and are not reimbursed for their services from the Plan. Certain other administrative expenses are paid by the Company on behalf of the Plan.

Note 6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 7. Investments and Transactions with Company

The fair value of Kennicott Bros. Company common stock was \$71.53 and \$62.36 per share based upon the September 30, 2024 and 2023, valuations, respectively. Information about the Plan's investment in the Company's common stock at September 30, 2024 and 2023, is as follows:

	2024		2023	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	293,448.6727	93,679.4947	294,174.5412	112,724.4699
Fair value	\$ 20,990,383	\$ 6,700,894	\$ 18,344,724	\$ 7,029,498

Note 8. Loans Payable

Loans payable consist of the following at September 30, 2024 and 2023:

	2024	2023
Note payable to the Company, due in annual installments of \$145,726 beginning on September 30, 2024, and on September 30 of each succeeding year, with interest payments at 4.19% due annually, with the final payment due on September 30, 2043, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	\$ 1,883,440	\$ 1,947,116
Note payable to the Company, due in annual installments of \$210,742 beginning on September 30, 2023, and on September 30 of each succeeding year, with interest payments at 3.14% due annually, with the final payment due on September 30, 2042, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	2,864,427	2,981,548
Note payable to the Company, due in annual installments of \$210,168 beginning on September 30, 2022, and on September 30 of each succeeding year, with interest payments at 1.73% due annually, with the final payment due on September 30, 2041, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	63,462	515,852
Notes payable to former shareholders, due in monthly installments of \$9,940 beginning on the last day of the month in which the Term Note is paid in full, with interest payments at 7% due monthly beginning on May 31, 2000, with the final payment due no later than 10 years after the Term Note has been paid in full, collateralized by the unallocated shares of Kennicott Bros. Company common stock.	-	59,627
	<u>\$ 4,811,329</u>	<u>\$ 5,504,143</u>

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

Notes to Financial Statements

Note 8. Loans Payable (Continued)

Maturities for long-term debt are as follows:

Years ending September 30:	
2025	\$ 419,930
2026	356,468
2027	356,468
2028	356,468
2029	356,468
Thereafter	2,965,527
	<u>\$ 4,811,329</u>

Note 9. Income Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated June 2, 2023, that the Plan is designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is designed, and is currently being operated in conformity with the applicable requirements of the Code and therefore, believes the Plan is qualified.

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

Note 10. Risks and Uncertainties

The Plan invests in various investment securities, including the Company's common stock. Investment securities are exposed to various risks such as interest rate, market and credit risks, as well as valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with investment securities, and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits. As of September 30, 2024 and 2023, 60% and 59%, respectively, of the Plan's total assets were invested in shares of the Kennicott Bros. Company common stock.

Note 11. Prohibited Transactions

For the year ended September 30, 2024, the Company inadvertently failed to deposit \$27 of participant deferrals within the required timeframe as stated by the United States Department of Labor regulations. The Company intends to reimburse the Plan for lost earnings, file Form 5330 and pay the applicable excise tax. The excise tax payments will be made from the Company's assets and not from assets of the Plan.

For the year ended September 30, 2022, the Company inadvertently failed to deposit \$89,392 of participant deferrals within the required timeframe as stated by the United States Department of Labor regulations. The Company intends to reimburse the Plan for lost earnings, file Form 5330 and pay the applicable excise tax. The excise tax payments will be made from the Company's assets and not from assets of the Plan.

Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan

Schedule H, Line 4a—Schedule of Delinquent Participant Contributions
Year Ended September 30, 2024

Employee Identification Number: 36-1317280
 Plan Number: 003

Participant contributions transferred late to plan: \$89,419	Total that constitute prohibited non-exempt transactions \$89,419			Total fully corrected under VFCP and PTE 2002-51
	[x] Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside of VFCP	
September 30, 2024	\$ 27	\$ -	\$ -	\$ -
September 30, 2022	89,392	-	-	-

**Kennicott Bros. Company
Employee Stock Ownership and 401(k) Plan**

**Schedule H, Line 4i—Schedule of Assets (Held at End of Year)
September 30, 2024**

Employee Identification Number: 36-1317280
Plan Number: 003

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Participant directed:				
Exchange-traded funds:				
	Global X	MLP & Energy Infrastructure ETF	**	\$ 1,531,053
	Schwab	International Equity ETF	**	62,274
	iShares	7-10 Year Treasury Bond ETF	**	26,272
	iShares	10-20 Year Treasury Bond ETF	**	19,918
	iShares	Russell Mid-Cap Value ETF	**	123,569
	iShares	Russell Mid-Cap Growth ETF	**	454,433
	iShares	Russell 1000 Value ETF	**	1,167,942
	iShares	Russell 1000 Growth ETF	**	3,035,237
	iShares	Russell 2000 Value ETF	**	117,153
	iShares	Russell 2000 Growth ETF	**	99,976
	iShares	Core Moderate Allocation ETF	**	14,115
	iShares	Core MSCI Emerging Markets ETF	**	5,165
	VanEck	Local Currency Bond ETF	**	8
	VanEck	Vectors Fallen Angel High Yield Bond ETF	**	59,945
	Vanguard	Total Bond Market Index Fund ETF	**	9,599
	Vanguard	Total International Bond Index Fund ETF	**	52,617
	Vanguard	Mortgage-Backed Securities Index Fund ETF	**	149
	Vanguard	Intermediate-Term Corporate Bond Index Fund ETF	**	47,265
	Vanguard	S&P 500 ETF	**	2,682,447
	Vanguard	Real Estate Index Fund ETF	**	60,363
				<u>9,569,500</u>
Registered investment companies:				
	Vanguard	Target Retirement 2025 Fund Investor	**	66,430
	Vanguard	Target Retirement 2035 Fund Investor	**	20,768
	Vanguard	Target Retirement 2045 Fund Investor	**	18,601
	Vanguard	Target Retirement 2020 Fund Investor	**	62,642
	Vanguard	Target Retirement 2055 Fund Investor	**	20,772
	Vanguard	Target Retirement 2040 Fund Investor	**	269
	Vanguard	Target Retirement 2030 Fund Investor	**	73,405
	Vanguard	Target Retirement 2065 Fund Investor	**	2,643
	Goldman Sachs	Treasury Instrument Fund Institutional	**	730,157
				<u>995,687</u>
Common/collective trusts:				
	American Trust Company	Ladenburg Total Portfolio Aggressive Growth Investor Class	**	774,103
	American Trust Company	Ladenburg Total Portfolio Growth Investor Class	**	814,434
	American Trust Company	Ladenburg Total Portfolio Growth and Income Investor Class	**	2,688,357
	American Trust Company	Ladenburg Total Portfolio Income and Growth Investor Class	**	1,956,419
	American Trust Company	Ladenburg Total Portfolio Income Investor Class	**	306,145
	Reliance Trust Company	Stable Value Fund—Series 25053	**	41,723
				<u>6,581,181</u>
*	Participants	Participant loans, interest rates ranging from 4.25% to 9.50%, maturing through August 2053	**	448,809
Nonparticipant directed:				
Common stock:				
*	Kennicott Bros. Company	Kennicott Bros. Company common stock, 387,128.1674 shares	\$ 13,667,299	27,691,277
			<u>\$ 13,667,299</u>	<u>\$ 45,286,454</u>

* Represents a party-in-interest.

** Cost information is not required for participant-directed investments.

The above information has been certified by American Trust Services, the trustee for the 401(k) activity and GreatBanc Trust Company, the trustee for the ESOP activity, as complete and accurate, to the best of their knowledge.