Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	**Annual Return/Report of Employee Benefit Plan** This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). **Complete all entries in accordance with the instructions to the Form 5500.**	OMB Nos. 1210-0110 1210-0089 **2024** **This Form is Open to Public Inspection**

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . [ ]

Part II Basic Plan Information—enter all requested information

1a Name of plan MITCHELL/MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN	**1b** Three-digit plan number (PN) 002 **1c** Effective date of plan 01/01/2022
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) MITCHELL/MARTIN INC. 550 7TH AVENUE 16TH FLOOR NEW YORK, NY 10018	**2b** Employer Identification Number (EIN) 13-3591013 **2c** Plan Sponsor's telephone number 212-943-1404 **2d** Business code (see instructions) 561300

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/08/2025	DAWN PONICO
	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 [X] 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**	741
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	**6a(1)**	608
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	444
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	302
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	746
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f	Total. Add lines **6d** and **6e**.	**6f**	748
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	585
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	738
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	169
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:

2P 2Q 3D 3I

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

9a Plan funding arrangement (check all that apply)
- (1) [ ] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)
- (1) [ ] Insurance
- (2) [ ] Code section 412(e)(3) insurance contracts
- (3) [X] Trust
- (4) [ ] General assets of the sponsor

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

a Pension Schedules
- (1) [X] **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) [X] **H** (Financial Information)
- (2) [ ] **I** (Financial Information – Small Plan)
- (3) [ ] **A** (Insurance Information) – Number Attached 0
- (4) [ ] **C** (Service Provider Information)
- (5) [ ] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code______________________

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	# Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ **File as an attachment to Form 5500.**	OMB No. 1210-0110 **2024** **This Form is Open to Public Inspection**

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

A Name of plan MITCHELL/MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN	**B** Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 MITCHELL/MARTIN INC.	**D** Employer Identification Number (EIN) 13-3591013

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6000000	3000000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	217693
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	26000000	27300000
(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	32000000	30517693
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	1180509	733249
i Acquisition indebtedness	1i	36343894	31524403
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	37524403	32257652
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	-5524403	-1739959

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)	3158278	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		3158278
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	244	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	217449	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		217693
(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)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	1300000	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		1300000

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		4675971

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(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)		0
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		891527
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		891527

Net Income and Reconciliation

k Net income (loss). Subtract line **2j** from line **2d**	2k		3784444
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) [X] 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)** [X] 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: COWAN GUNTESKI & CO, CPA **(2)** EIN: 22-2426149

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.)	**4a**		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] 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)	Retirement Plan Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2024** **This Form is Open to Public Inspection.**

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

A Name of plan
MITCHELL/MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MITCHELL/MARTIN INC.

D Employer Identification Number (EIN)
13-3591013

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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

EIN(s): ____________ ____________

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: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)........	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)........	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)........	**14c**	

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

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

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

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

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

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

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 12 / 31 / 2018 (MM/DD/YYYY) and the Opinion Letter serial number Q702454A .

MITCHELL MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
As of December 31, 2024 and 2023
and for the Year Ended December 31, 2024

MITCHELL MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS
As of December 31, 2024 and 2023
and for the Year Ended December 31, 2024

CONTENTS

Focused on the road ahead
Tax, Audit & Advisory

INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor of
Mitchell Martin Inc. Employee Stock Ownership Plan

Opinion

We have audited the accompanying financial statements of Mitchell Martin Inc. Employee Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets (deficit) available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets (deficit) available for benefits for the year ended December 31, 2024, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets (deficit) available for benefits of Mitchell Martin Inc. Employee Stock Ownership Plan as of December 31, 2024 and 2023, and the changes in its net assets (deficit) available for benefits for the year then ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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.

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Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Exercise professional judgement and maintain professional skepticism through 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 controls 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 Mitchell Martin Inc. Employee Stock Ownership 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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about Mitchell Martin Inc. Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at year end) as of and for the year ended December 31, 2024, referred to as "supplemental information," is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits 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 generally accepted auditing standards.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including its form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedules are fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Cg Tax, Audit + Advisory

Tinton Falls, New Jersey
September 4, 2025

MITCHELL MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS
December 31, 2024 and 2023

	2024	2023
ASSETS		
Investments, at fair value:		
Employer Securities	$ 27,300,000	$ 26,000,000
Cash and Cash Equivalents	217,693	-
Total Investments, at fair value	27,517,693	26,000,000
Receivables:		
Employer	3,000,000	6,000,000
Total Receivables	3,000,000	6,000,000
Total Assets	30,517,693	32,000,000
LIABILITIES		
Accrued Interest	733,249	1,180,509
Acquisition Indebtedness	31,524,403	36,343,894
Total Liabilities	32,257,652	37,524,403
Net Assets (Deficit) Available for Benefits	$ (1,739,959)	$ (5,524,403)

See Accompanying Notes and Independent Auditor's Report.

MITCHELL MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF CHANGES IN NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS
For the Year Ended December 31, 2024

	2024
ADDITIONS TO NET ASSETS (DEFICIT) ATTRIBUTED TO:	
INVESTMENT GAIN	
Net Appreciation in Fair Value of Investment	$ 1,300,000
Interest on Cash and Cash Equivalents	244
Total Investment Gain	1,300,244
CONTRIBUTIONS	
Employer	3,158,278
Other	217,449
Total Additions	4,675,971
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:	
Interest Expense	891,527
Total Deductions	891,527
Net Increase	3,784,444
Net Assets (Deficit) Available for Benefits, Beginning	(5,524,403)
Net Assets (Deficit) Available for Benefits, Ending	$ (1,739,959)

See Accompanying Notes and Independent Auditor's Report.

NOTE 1 – DESCRIPTION OF PLAN

The following description of the Mitchell Martin Inc. Employee Stock Ownership Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

Mitchell Martin Inc. (the "Sponsor") established the Mitchell Martin Inc. Employee Stock Ownership Plan effective January 1, 2022. The Plan year is from January 1 to December 31.

The Plan is intended to satisfy the retirement plan qualification requirements of section 401(a) of the Internal Revenue Code of 1986, as amended (the "Code"). The Plan is intended to be an employee stock ownership plan within the meaning of section 4975(e)(7) of the Code, and section 407(d)(6) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and is intended to enable eligible employees to acquire ownership interests in the Company, by investing primarily in Company Stock. The Plan is specifically permitted and designed to invest up to 100% of its assets in Company Stock.

The Plan is administered by a Plan Committee (the "Committee") appointed by the Company's Board of Directors (the "Board"). The Plan has also appointed an independent Trustee to oversee the Trust.

On January 1, 2022 Mitchell Martin Inc. Employee Stock Ownership Trust (the "Trust") was formed by Mitchell Martin Inc. which sponsors the Mitchell Martin Inc. Employee Stock Ownership Plan.

On March 31, 2023, Mitchell Martin Inc. agreed to sell 400,000 shares of its common stock to the Mitchell Martin Employee Stock Ownership Trust (the "Buyer") in exchange for $36,000,000. In connection with the sale, the Sponsor issued a promissory note (the "ESOP Note") dated March 31, 2023 to the Buyer. The Buyer has agreed to secure the borrowing by pledging and assigning certain property to the Sponsor on the terms and conditions set forth in the ESOP Loan Agreement dated March 31, 2023.

Eligibility

All employees not excluded by class are eligible to enter on the entry date coincident with or next following completion of certain requirements. Those requirements are as follows: One year of service, minimum age of 21, and minimum hours of 1,000. Entry dates for the plan are January 1 and July 1 of each year. Additionally, the following groups are excluded from participation in the Plan: union employees, leased employees, non-resident aliens, and shareholders.

Contributions

Each year, Mitchell Martin Inc. deposits contributions and dividends into the Trust. These balances are used towards payments of principal and interest for the ESOP note. The percentage of shares to be released from the suspense account in a particular year is determined by the ratio of: (a) The amount of principal and interest paid off under the loan for the year, to; (b) the total determined under (a) plus all projected principal and interest payments during the remaining term of the loan. Contributions are subject to IRS limitations.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Contributions (Continued)

Because the plan is currently leveraged, the Company may make contributions to the plan to repay the principal of a loan incurred for the purpose of acquiring employer stock but they shall not exceed 25% of eligible compensation paid to participants during the plan year.

If no more than one-third of the Company contributions, including contributions which are applied to pay principal and interest on an exempt loan, are allocated to highly compensated employees, the total amount of Company contributions to pay principal and forfeitures of other investments and non-leveraged stock (stock not acquired through an exempt loan) allocated on behalf of a participant may not exceed the lesser of:

A) 25% of the participant's compensation for the 2024 and 2023 years, or
B) $69,000 and $66,000 for December 31, 2024 and 2023, respectively

Participant Accounts

Each participant's account is credited with the participant's contribution allocation. Allocations are based on participant compensation, as a percentage of total eligible compensation at the end of each Plan year. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. For 2024 and 2023, the contribution will be allocated evenly in proportion to compensation.

Employer stock will be allocated to each participant's employer stock contribution sub-account.

Employer contributions of cash, if any, will be allocated to the participant's employer contribution sub-account. This account will also be credited with the participant's share of plan income (or loss) and forfeitures of other than employer stock.

Vesting

Participants are vested in their Plan account as long as their Plan account is not subject to forfeiture as a result of the participant's termination of employment. When a participant terminates employment they are only entitled to receive the vested portion of their account balance. The "vested percentage" in a participant's account is determined under the following schedule and is based on their years of service with the Employer.

Years of Service	Percentage Vested
Less than 1	0%
1, but less than 2	0%
2, but less than 3	20%
3, but less than 4	40%
4, but less than 5	60%
5, but less than 6	80%
6 or more	100%

Normal Retirement - Participant's will be 100% vested in their account balance if they terminate employment on or after reaching Normal Retirement Age ("Normal Retirement"). Normal Retirement Age is the later of (i) the date on which a participant attains the age of 65, or (ii) the fifth anniversary of the date they commenced participation in the Plan.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Vesting (Continued)

Death - Participant's will be 100% vested in their account balance if they die while still employed by the Employer.

Disability- Participant's will be 100% vested in their account balance if they become disabled while still employed by the Employer.

Payment of Benefits

Payments to participants are based upon their vested account balance based on the fair market value of the common stock at the time of payment. If a participant's employment terminates due to normal retirement, disability, retirement or death, distribution of benefits will begin in the Plan Year following the Plan Year in which the participant's employment terminates, unless the participant elects a later date. If a participant is married at the time of their death, their spouse will be the beneficiary of the death benefit, unless otherwise elected in writing.

If a participant's employment terminates due to their resignation or dismissal, distribution of their benefits will begin in the Plan Year following the fifth Plan Year following the Plan Year in which their employment terminates. Distribution of benefits can be made in the form of cash or common stock.

The portion of a participant's vested account consisting of shares of Company Stock that were purchased with a Plan loan is not distributable before the loan has been repaid in full except for (i) distributions in connection with the diversification of investments, and (ii) required minimum distributions, as described below:

Participant Consent - Participant written consent to the distribution of their benefits before their normal retirement age must be given if their vested account balance totals $5,000 or more.

Required Minimum Distributions - A participant's benefits must begin to be distributed no later than April 1 of the calendar year following the later of the calendar year in which the participant attains age 73 (age 72 if the participant reached 72 before January 1, 2023) or the calendar year in which the participant retires. However, if the participant is a 5% owner at any time during the plan year ending in the calendar year in which the participant attains the applicable age, distributions must commence no later than April 1 of the calendar year following the year the participant attains that age, regardless of retirement status.

Forfeitures

Each year any employer forfeitures are allocated evenly in proportion to compensation. For the years ended December 31, 2024 and 2023, forfeitures totaled $10,662 and $9,074, respectively.

Concentrations

As of December 31, 2024 and 2023, 100% of the Plan's investments are in the common stock of Mitchell Martin Inc.

NOTE 1 – DESCRIPTION OF PLAN (Continued)

Put Option

Under federal income tax regulations, employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. This legally mandated put option requires either the ESOP Sponsor Company or the ESOP itself to repurchase shares held by an ESOP participant upon certain events (such as retirement, death, or disability). This requirement is often referred to as the ESOP Sponsor Company's "repurchase liability." The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash. The put price is representative of the current appraised value of the stock.

Diversification

Participants who have 10 years of plan participation and who have attained age 55 are eligible to diversify a portion of the employer securities held in their ESOP accounts. Participants will be eligible to diversify following the December 31, 2031 plan year end.

Voting Rights

The voting of Company Stock held in the Trust, shall be subject to the provisions of ERISA and the provisions of the Plan document, to the extent such provisions are not inconsistent with ERISA. The Trustee, subject to the Plan document and their fiduciary responsibilities under ERISA will be directed to vote the unallocated shares of the Plan. The participant has the right to direct the trustee regarding the voting of their shares with respect to the corporate matters as prescribed by the Plan document. See Plan document for further information.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein. 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. See Note 3 for discussion of fair value measurements.

Net appreciation or depreciation of investments includes the Plan's gains and losses on investments held during the year.

Payment of Benefits

Benefits are recorded when paid. No benefits were paid in 2024 or 2023.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (Continued)

Expenses

As provided in the Plan document, administrative expenses may be paid by either the Plan or the Company. Administrative expenses represent fees paid for professional services in connection with the Plan. Certain administrative functions are performed by officers or employees of the Company or its subsidiaries. No such officer or employee receives compensation from the Plan. No administrative expenses were paid by the Plan as of December 31, 2024 and 2023.

Risks and Uncertainties

The Plan investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, and the level of uncertainty related to changes in the value of stock, it is at least reasonably possible that changes in values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets (deficit) available for benefits.

Financial Instruments – Credit Losses

In June 2016, FASB issued Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 significantly changes the impairment model for most financial assets and certain other instruments. ASU 2016-13 will require immediate recognition of estimated credit losses expected to occur over the remaining life of many financial assets, which will generally result in earlier recognition of allowances for credit losses on loans and other financial instruments. ASU 2016-13 is effective for the Plan's fiscal year beginning January 1, 2023 and subsequent interim periods.

Allocation

Note 4 separately discloses the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Subsequent Events

The Plan Sponsor has evaluated its December 31, 2024 and 2023 financial statements for subsequent events through the date of the report, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation methodologies 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 FASB ASC 820, are described as follows:

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

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 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 methodologies used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value.

Common Stock: The value of common stock is based upon the December 31, 2024 valuation of common stock. The Plan Trustee hired a third party firm to advise the Trustee on the Fair Market Value of the common stock of Mitchell Martin Inc. held by the ESOP as of December 31, 2024.

The valuation of common stock as of December 31, 2024 was based upon a combination of the market and income valuation methodologies. These methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2024 and 2023:

	2024			
	Level 1	Level 2	Level 3	Total
Common Stock	$ -	$ -	$27,300,000	$27,300,000
Total Assets at Fair Value	$ -	$ -	$27,300,000	$27,300,000

	2023			
	Level 1	Level 2	Level 3	Total
Common Stock	$ -	$ -	$26,000,000	$26,000,000
Total Assets at Fair Value	$ -	$ -	$26,000,000	$26,000,000

NOTE 3 – FAIR VALUE MEASUREMENTS (Continued)

Prior to the sale of the Company to the ESOP Trust, common stock was valued at $90.00 per share. Based on that value the 400,000 shares of common stock owned through the ESOP plan were $36,000,000. As a result of the debt incurred to facilitate the sale, the value of the common stock dropped to $65.00 per share as of December 31, 2023 and increased to $68.25 per share as of December 31, 2024. The value of the common stock is expected to increase as the Company remains profitable and continues to pay down the ESOP related debt. In 2023, the value of the common stock decreased to $65.00 per share which resulted in an depreciation of investment of $10,000,000 from $36,000,000 to $26,000,000. In 2024, the value of the common stock increased to $68.25 per share which resulted in an appreciation of investment of $1,300,000 from $26,000,000 to $27,300,000.

NOTE 4 - RECONCILIATION OF ESOP SHARES

The ESOP shares are held in a suspense account and, as the loans are paid off through Company contributions and dividends, the shares are released and allocated to the accounts of plan participants. All 400,000 shares were in suspense prior to the initial 2023 allocation.

Share Release Calculation - The percentage of shares to be released from the suspense account in a particular year is determined by the ratio of:

a) The amount of principal and interest paid off under the loan for the year, to;

b) The total determined under (a), plus all projected principal and interest payments during the remaining term of the loan.

For the 2022 plan year, the Company made a payment on September 13, 2023 in the amount of $3,000,000 to the Trust in the form of Company Contribution. In which $2,341,980 related to principal and $658,020 related to interest. The interest was not accrued for in the 2022 plan year and instead picked up as interest expense for the 2023 plan year as the loan did not exist until March 31, 2023.

For the 2023 plan year, the Company made a payment on December 22, 2023 in the amount of $405,916 to the Trust which was used to repay $405,916 in interest. The Company made an additional payment on November 8, 2024 in the amount of $6,000,000 to the Trust in the form of Company Contribution which was used to repay $4,819,491 in principal and $1,180,509 in interest.

The $3,000,000 contribution, $405,916 payment and the $6,000,000 payment released 74,332.2703 shares with a fair value of $4,831,598 and a cost of $6,689,904.

For the 2024 plan year, the Company made a payment on December 31, 2024 in the amount of $158,278 to the Trust which was used to repay $158,278 in interest. The Company made an additional payment on September 15, 2025 in the amount of $3,000,000 to the Trust in the form of Company Contribution which was used to repay $2,266,751 in principal and $733,249 in interest.

The entire balance of the acquisition indebtedness relates to unallocated shares.

NOTE 4 - RECONCILIATION OF ESOP SHARES (Continued)

The shares released as a result of 2024 and 2023 contributions are generally allocated to each participant in the proportion that such participant's compensation bears to the total compensation of all eligible participants for the year. However, the Internal Revenue Code (IRC) imposes limits on the amount of contributions that can be allocated to a participant's account annually under defined contribution plans such as an ESOP. In general, contributions to all defined contribution plans are limited to the lesser of 25% of compensation or $69,000 (2024 limit) and lesser of 25% of compensation or $66,000 (2023 limit). No plan participants were impacted by this limit for 2024 and 2023.

Shares released as a result of dividends being applied to pay down the loans are allocated in a 2-step process. First, dividends on previously allocated shares are allocated to participants based on their prior share balance (zero for 2024 and 2023), then dividends on suspense account shares are allocated based on compensation. There are no IRS limits on these allocations.

The table below represents the reconciliation of ESOP shares for 2024 and 2023:

	ESOP Suspense Account Shares	**Active Participants**	**Inactive Participants**	**Forfeiture Suspense**	**Grand Total**
Balance as of January 1, 2023	-	-	-	-	-
2023 Stock Purchase	400,000.0000	-	-	-	400,000.0000
2023 shares allocated	(74,332.2703)	74,332.2703	-	-	-
Shares into Forfeiture	-	139.5939	(139.5939)	-	-
Balance as of December 31, 2023	325,667.7297	74,471.8642	(139.5939)	-	400,000.0000
2024 shares allocated	(25,048.8075)	25,048.8075	-	-	-
Shares into Forfeiture	-	156.2168	(156.2168)	-	-
Balance as of December 31, 2024	300,618.9222	99,676.8885	(295.8107)	-	400,000.000

NOTE 4 - RECONCILIATION OF ESOP SHARES (Continued)

	2024 Allocated	2024 Unallocated	2024 Total
Additions (Reductions):			
Additions (Reduction) to Net Assets Attributed to:			
Investment Gain:			
Net Depreciation in Fair Value of Investments	$ 241,580	$ 1,058,420	$ 1,300,000
Total Investment Gain	241,580	1,058,420	1,300,000
Contributions:			
Employer Contributions	-	3,158,278	3,158,278
Total Contributions	-	3,158,278	3,158,278
S Distribution	217,449	-	217,449
Interest	244	-	244
Allocation of Company stock at Fair Value	1,709,581	(1,709,581)	-
Total Additions (Reductions)	2,168,854	2,507,117	4,675,971
Deductions:			
Deductions from Net Assets Attributed to:			
Interest Expense	-	891,527	891,527
Benefit Paid to Participants	-	-	-
Total Deductions	-	891,527	891,527
NET INCREASE (DECREASE)	2,168,854	1,615,590	3,784,444
NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS at Beginning of Year	4,831,598	(10,356,001)	(5,524,403)
NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS at End of Year	$ 7,000,452	$ (8,740,411)	$ (1,739,959)

The Plan's investments, on December 31, are presented in the following table:

Description	2024 Allocated	2024 Unallocated	2024 Total
Mitchell Martin Inc. Common Stock			
Number of Shares	99,381.0778	300,618.9222	400,000.0000
Cost	$ 8,944,297	$ 27,055,703	$ 36,000,000
Estimated Fair Value at $68.25 per Share	$ 6,782,759	$ 20,517,241	$ 27,300,000

Description	2023 Allocated	2023 Unallocated	2023 Total
Mitchell Martin Inc. Common Stock			
Number of Shares	74,332.2703	325,667.7297	400,000.0000
Cost	$ 6,689,904	$ 29,310,096	$ 36,000,000
Estimated Fair Value at $65.00 per Share	$ 4,831,598	$ 21,168,402	$ 26,000,000

NOTE 4 - RECONCILIATION OF ESOP SHARES (Continued)

The following is a description of the valuation methodologies used for assets measured at fair value.

Company Common Stock: Value is based upon an independent third-party appraisal. This appraisal was based on a combination of the market and income valuation techniques. The appraiser took into consideration historical and projected cash flow, net income, return on assets, market comparable, and fair value of the Company's assets and liabilities. Plan management has concluded that a market participant would also recognize a discount for lack of marketability.

The following table sets forth a summary of the changes in the fair value of the Plan's Level 3 assets for the year ended December 31, 2024:

Beginning Balance	$ 26,000,000
Purchases	-
Unrealized Gain (Loss) Relating to Instruments Still Held at Reporting Date	1,300,000
Ending Balance	$ 27,300,000
The amount of total gains or losses for the period attributable to the change in unrealized gain or losses relating to assets still held at the reporting date.	$ 1,300,000

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2024, are reported in net appreciation in fair value of investments.

The Plan's policy is to recognize transfers between Levels 1 and 2 and into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the year ended December 31, 2024, there were no significant transfers between Levels 1 and 2 and no transfers into or out of Level 3.

NOTE 5 - ACQUISITION INDEBTEDNESS

In connection with the sale of Mitchell Martin, Inc. common stock, the Company issued a promissory note (the "ESOP Note") dated March 31, 2023 to the buyers pursuant to the ESOP loan pledge agreements in the amount of $36,000,000.

The stock purchase agreement also contained terms to adjust the purchase price of the Company contingent on certain events and results. During the year ended December 31, 2023 there was an ESOP purchase price adjustment in the amount of $2,685,873. As a result of the purchase price adjustment, the ESOP note was amended to reflect a total balance of $38,685,874. See Note 6 for more information.

The Company has guaranteed the payment of the ESOP Note and the Company stock to be issued is used to collateralize the ESOP Note. The ESOP Note is in the amount of $38,685,874 which should be paid in 17 equal annual principal installments, plus accrued interest commencing no later than March 31, 2023 and continuing on or before such day of each applicable year thereafter. The outstanding principal amount of the ESOP Note shall bear interest at an annual rate equal to 3.74%.

Following the sale of stock to the buyers, and upon the occurrence of certain events, it is expected that the Company will assume from the Trust all rights and obligations under the ESOP Note.

For the 2023 plan year, the Company made a payment on December 22, 2023 in the amount of $405,916 to the Trust which was used to repay $405,916 in interest. This payment did not reduce the ESOP note as it related to interest.

NOTE 5 - ACQUISITION INDEBTEDNESS (Continued)

The Company made an additional payment on November 8, 2024 in the amount of $6,000,000 to the Trust in the form of Company Contribution which was used to repay $4,819,491 in principal and $1,180,509 in interest. This payment will reduce the ESOP note in the amount of $4,819,491 during 2024.

For the 2024 plan year, the Company made a payment on December 31, 2024 in the amount of $158,278 to the Trust which was used to repay $158,278 in interest. This payment did not reduce the ESOP note as it related to interest.

The Company made an additional payment on August 15, 2025 in the amount of $3,000,000 to the Trust in the form of Company Contribution which was used to repay $2,266,751 in principal and $733,249 in interest. This payment will reduce the ESOP note in the amount of $2,266,751 during 2025. See below for five year maturity table on the note.

For the years ending December 31,

2025	$ 2,266,751
2026	-
2027	1,433,604
2028	2,343,304
2029	2,433,794
Thereafter	23,046,950
	$ 31,524,403

NOTE 6 – PURCHASE PRICE ADJUSTMENT

On March 31, 2023, the Company and the Sellers entered into an Omnibus Amendment Agreement pursuant to the Stock Purchase Agreement dated March 31, 2023. As a result of the Stock Purchase Agreement, the Sellers are entitled to an adjustment of the Purchase Price in connection with certain key performance indicators. As a result of that agreement, the Company and the Sellers agreed to increase the purchase price in the amount of $2,685,873. The outstanding debt as of December 31, 2023 has been adjusted to reflect this increase.

NOTE 7 – TAX STATUS

The trust established under the Plan to hold the Plan's assets is qualified pursuant to the appropriate section of the Internal Revenue Code, and accordingly, the trust's net investment income is exempt from income taxes.

The Plan obtained its opinion letter on June 30, 2020 in which the Internal Revenue Service stated that the Plan, as then designed, was acceptable in form as to compliance with applicable requirements of the Internal Revenue Code. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 7 – TAX STATUS (Continued)

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by Federal or State taxing authorities.

The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2024 and 2023, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8 – ERISA BONDING REQUIREMENTS

ERISA, Title I, Section 412, requires that every fiduciary and every person who handles funds or other property of a plan be bonded. The Plan was in compliance with this requirement as of December 31, 2024 and 2023.

NOTE 9 – PLAN TERMINATION

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon termination of the Plan, the Trustee shall continue to disburse funds in accordance with the directions of the Plan Administrator.

NOTE 10 – RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

Mitchell Martin, Inc. is the plan sponsor of the Plan. Spinnaker Trust is the custodian of the Plan and holds the Plan assets. Cg Tax, Audit and Advisory, is the auditor of the Plan for the years ended December 31, 2024 and 2023. Therefore, they constitute parties in interest to the Plan.

SUPPLEMENTAL INFORMATION

MITCHELL MARTIN INC. EMPLOYEE STOCK OWNERSHIP PLAN

PLAN SPONSOR'S EMPLOYER IDENTIFICATION NUMBER 13-3591013
PLAN NUMBER 002

Schedule H, Line 4i - Schedule of Assets Held at Year End
12/31/2024

(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
*	Mitchell Martin Inc.	400,000 common shares	$ 36,000,000	$ 27,300,000

* Party in Interest

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► Mitchell/Martin, Inc. Employee Stock Ownership Plan

Employer Identification Number:► 13-3591013

For plan year (beginning/ending):► 1/1/2024 - 12/31/2024 Plan number:► 002

(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
*	Mitchell/Martin, Inc.	400,000 common shares	36,000,000	27,300,000
*	Party-In-Interest			