

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

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.

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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, a single-employer plan, a DFE, etc.
B This return/report is: the first return/report, the final return/report, an amended return/report, a short plan year return/report, etc.
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, etc.
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: C.W. SUTER & SON, 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, mailing address, city, state, and ZIP: C.W. SUTER & SON, INC., 1800 11TH STREET, SIOUX CITY, IA 51101
2b Employer Identification Number (EIN): 47-0528839
2c Plan Sponsor's telephone number: 712-252-3007
2d Business code (see instructions): 238220

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 plan administrator, employer/plan sponsor, and DFE.

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

Form 5500 (2024) v. 240311

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	207
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)	194
	6a(2)	218
	6b	0
	6c	8
	6d	226
	6e	0
	6f	226
	6g(1)	184
6g(2)	197	
6h	9	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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 type="checkbox"/> C (Service Provider Information)
(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)	(5) <input type="checkbox"/> D (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> G (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 C.W. SUTER & SON, 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 C.W. SUTER & SON, INC.		D Employer Identification Number (EIN) 47-0528839	

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)	1972250	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	2920000	11270000
(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	4892250	11270000
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i	13350560	11194810
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	13350560	11194810
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	-8458310	75190

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)	680668	
(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)		680668
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	8350001	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		455
d Total income. Add all income amounts in column (b) and enter total.....	2d		9031124

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	10383	
(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)		10383
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		486786
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)	455	
(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)		455
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		497624

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		8533500
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: **HENJES, CONNER & WILLIAMS, P.C.**

(2) EIN: **48-1292483**

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 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 <u>C.W. SUTER & SON, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>C.W. SUTER & SON, INC.</u>	D Employer Identification Number (EIN) <u>47-0528839</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		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): 33-6134835

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

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

3	
---	--

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 ___/___/____ (MM/DD/YYYY) and the Opinion Letter serial number _____.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

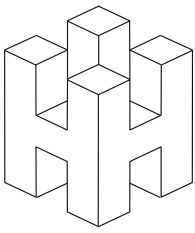
INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2024 AND 2023

C O N T E N T S

	<u>Page</u>
Independent Auditor's Report	1 - 3
Statements of Net Assets Available for Benefits	4 - 5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7 - 13
 <u>SUPPLEMENTAL SCHEDULE</u>	
Schedule H, Line 4i, Schedule of Assets (Held At End of Year)	14

* * * * *



**HENJES, CONNER &
WILLIAMS, P.C.**

CERTIFIED PUBLIC ACCOUNTANTS

PO BOX 1937
801 STEVENS PORT DR
DAKOTA DUNES, SD 57049

P: (605) 242-3900
(800) 274-3931
F: (605) 242-3901

INDEPENDENT AUDITOR'S REPORT

Board of Directors
C.W. Suter & Son, Inc.
Sioux City, Iowa

Opinion

We have audited the accompanying financial statements of C.W. SUTER & SON, INC. EMPLOYEE STOCK OWNERSHIP PLAN (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets 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 available for benefits of the C.W. Suter & Son, Inc. Employee Stock Ownership Plan as of December 31, 2024 and 2023, and the changes in its net assets available for benefits for the year 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 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 C.W. Suter & Son, Inc. Employee Stock Ownership Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the 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.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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 Schedules Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2024 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 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 generally accepted auditing standards.

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

In our opinion, the information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content is presented in conformity with the Department of Labors Rules and Regulations for Reporting and disclosure under ERISA.

A handwritten signature in black ink that reads "Henry Conner + Williams P.C." in a cursive style.

Certified Public Accountants

Dakota Dunes, South Dakota
September 30, 2025

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2024

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<u>ASSETS</u>			
Investments, Non-Participant Directed:			
Sponsor Company Common Stock, at Fair Value - Notes 3 and 4	\$ <u>2,624,023</u>	\$ <u>8,645,977</u>	\$ <u>11,270,000</u>
Total Investments	<u>2,624,023</u>	<u>8,645,977</u>	<u>11,270,000</u>
 Total Assets	 2,624,023	 8,645,977	 11,270,000
 <u>LIABILITIES</u>			
Note Payable, Plan Sponsor - Note 5	_____	<u>11,194,810</u>	<u>11,194,810</u>
Total Liabilities	_____	<u>11,194,810</u>	<u>11,194,810</u>
 NET ASSETS AVAILABLE FOR BENEFITS (NET LIABILITY OBLIGATION)	 \$ <u>2,624,023</u>	 \$(<u>2,548,833</u>)	 \$ <u>75,190</u>

See Accompanying Notes to Financial Statements

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2023

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<u>ASSETS</u>			
Investments, Non-Participant Directed:			
Sponsor Company Common Stock, at Fair Value - Notes 3 and 4	\$ <u>599,867</u>	\$ <u>2,320,133</u>	\$ <u>2,920,000</u>
Total Investments	599,867	2,320,133	2,920,000
Receivables			
Contribution Receivable	_____ -	<u>1,972,250</u>	<u>1,972,250</u>
Total Assets	599,867	4,292,383	4,892,250
<u>LIABILITIES</u>			
Note Payable, Plan Sponsor - Note 5	_____ -	<u>13,350,560</u>	<u>13,350,560</u>
Total Liabilities	_____ -	<u>13,350,560</u>	<u>13,350,560</u>
<u>NET ASSETS AVAILABLE FOR BENEFITS</u> <u>(NET LIABILITY OBLIGATION)</u>	\$ <u>599,867</u>	\$ (<u>9,058,177</u>)	\$ (<u>8,458,310</u>)

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2024

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<u>ADDITIONS</u>			
Employer Contributions	\$ 10,383	\$ 670,286	\$ 680,669
Allocation of Company Stock, at Fair Value	308,785		308,785
Net Appreciation in Fair Value of Company Stock	<u>1,715,371</u>	<u>6,634,629</u>	<u>8,350,000</u>
Total Additions	2,034,539	7,304,915	9,339,454
<u>DEDUCTIONS</u>			
Benefits Paid Directly to Participants	10,383	-	10,383
Interest Expense	-	486,786	486,786
Allocation of Company Stock, at Fair Value	<u>-</u>	<u>308,785</u>	<u>308,785</u>
Total Deductions	<u>10,383</u>	<u>795,571</u>	<u>805,954</u>
Net Change	2,024,156	6,509,344	8,533,500
Net Assets Available for Benefits (Net Liability Obligation) Beginning of Year	<u>599,867</u>	<u>(9,058,177)</u>	<u>(8,458,310)</u>
Net Assets Available for Benefits (Net Liability Obligation) End of Year	\$ <u>2,624,023</u>	\$ <u>(2,548,833)</u>	\$ <u>75,190</u>

See Accompanying Notes to Financial Statements

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 1 - DESCRIPTION OF THE PLAN

The following description of the C.W. Suter & Son, Inc. Employee Stock Ownership Plan (the Plan), sponsored by C.W. Suter & Son, Inc. (the Company, Sponsor, and Employer), provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Company established the Plan effective January 1, 2022, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan operates as a leveraged Employee Stock Ownership Plan (ESOP), and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (the Code).

The Company is the Plan Sponsor and retains the services of third parties to assist in the administration of the Plan. The Plan's third-party administrator is ESOP Partners. The Plan's third-party trustee is Acumen Advisory Service, LLC (Trustee).

The Plan is designed to allow the use of loan proceeds to purchase Company common stock. During 2023, the Plan entered into a loan agreement with the Plan Sponsor to purchase Company common stock. Refer to Note 5 for details regarding the loan.

Eligibility - Employees of the Company become eligible to participate in the Plan upon attaining the age of 18 and completion of 12 months of service. Eligible employees can participate in the Plan on the first day of the year in which they meet the requirement. Ineligible employees are defined as employees who are subject to a collective bargaining agreement or leased employees.

Contributions - Each year the Company determines how much to contribute to the ESOP. All Company contributions are paid to a Trust Fund established on behalf of Plan participants and beneficiaries. Contributions can be made in cash or Company stock. No part of the Trust Fund may be used for, or diverted to purposes other than, the exclusive benefit of Plan participants and their beneficiaries.

Employees are not permitted to make contributions to the ESOP.

Stock in the Plan - The Company can contribute stock to the Plan either by a direct contribution of shares, a contribution of cash to purchase shares, or through release of shares as a result of payment made on an acquisition loan.

If stock is contributed directly or purchased with cash, it is allocated to individual Plan accounts in the year it is contributed. If the Plan receives a contribution from the Company to repay an acquisition loan, some of the Company stock purchased with the acquisition loan is allocated to individual Plan accounts.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 1 - DESCRIPTION OF THE PLAN

(Cont.)

When an acquisition loan is initiated, all Company stock purchased with the acquisition loan funds is held in an account within the Trust Fund called the "Unallocated Stock Suspense Account". As the ESOP repays the acquisition loan (using annual Company contributions to the Trust Fund), a portion of the stock is released from the Unallocated Stock Suspense Account and allocated to individual participant accounts. The total of these allocated shares and the shares in the Unallocated Stock Suspense Account should always equal the number of shares that were originally purchased by the ESOP with the acquisition loan (as adjusted for distributions made to Plan participants).

Participant Accounts - Each participant's account is credited with the allocation of (a) the Sponsor's contribution to the ESOP, (b) allocations of shares of Company stock as acquisition, loans are repaid, (c) interest income earned on invested cash, (d) S-Distributions or dividends paid on shares of the Company stock paid to the ESOP, and (e) changes in the fair value of the Sponsor's stock over time, and (f) forfeitures to be reallocated among eligible participants.

Vesting - Employer contributions vest according to the following schedule:

<u>Years of Service</u>	<u>Percentage of Account Vested</u>
Less than 2 years	0 %
2 years	20 %
3 years	40 %
4 years	60 %
5 years	80 %
6 or more years	100 %

In addition to the above schedule, a participant whose employment is terminated due to death, disability, or normal retirement (defined as 65 years of age) is 100% vested under the Plan.

Forfeiture Allocation - A participant that leaves employment before 100% vested will forfeit a portion of their account upon a five year break in service or entire distribution of account balance, if earlier. The forfeited shares for each Plan year are allocated among the accounts of eligible participants. There were no forfeitures during the year ended December 31, 2024.

Payment of Benefits - For participants with a vested balance of \$1,000 or less upon termination, the form of benefit is an automatic lump sum distribution. For participants with a vested balance that exceeds \$1,000 but does not exceed \$5,000 upon termination, and the participant fails to elect to receive the distribution or have it rolled over to an eligible retirement account, the distribution will be paid in a direct rollover to an individual retirement plan under the participant's name. For amounts in excess of \$5,000, benefits will be distributed in annual installments over a period not exceeding five years. This five year period may be extended an additional year (up to five additional years) for each \$275,000 or fraction thereof by which the Plan benefit exceeds \$1,380,000 (the limit for 2024), as adjusted for increases in the cost of living.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 1 - DESCRIPTION OF THE PLAN

(Cont.) Put Option - If a participant receives a distribution of Employer common stock from the Plan, the participant will be required to immediately sell it back to the Company.

Diversification - Diversification is offered to participants close to retirement and have an account value of at least \$500 so that they may have the opportunity to move part of the value of their investment in the Sponsor stock into investments which are more diversified. Participant has 90 days after close of each plan year to direct the trustee in writing as to the diversification. Participants who are at least age 55 with at least ten years of participation in the Plan may elect to diversify a portion of their account.

Voting Rights - All shares of Sponsor stock in the Plan shall be voted by the Trustee. With respect to significant corporate matters such as a merger, consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of the business or similar transactions, each participant (or beneficiary) shall be entitled to give confidential instructions as to the voting shares of Sponsor stock then allocated to the participant's Sponsor stock account. Any unallocated shares of Sponsor stock with respect to which voting instructions are not received from participants (or beneficiaries) and any shares of Sponsor stock which are not then allocated to the accounts of participants, shall be voted by the Trustee in the manner directed by management.

Note 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The accompanying financial statements of the Plan have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Allocations - The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of participants with rights in allocated stock and (b) stock not yet allocated to participants, 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.

Investment Valuation and Income Recognition - The shares of Company common stock are valued at estimated fair value. See Note 3 for a discussion on the fair value measurements. Since the primary investment asset of this Plan is common stock of the Company, and because there is not an established market for the Company's common stock, the stock is evaluated periodically, as provided in the Plan document, but at a minimum at each fiscal year end by an independent appraiser.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 2 - SIGNIFICANT ACCOUNTING POLICIES

(Cont.) Interest income is recorded on an accrual basis. Dividend income, if any, is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. The net appreciation (depreciation) in the fair value of the Company's common stock represents the unrealized increase as determined at the end of each financial reporting period.

Contributions - Sponsor contributions are accrued in the period in which they become obligations of the Sponsor as authorized by the Company.

Benefits Payable to Participants - Benefit payments and diversification distributions are recorded when paid.

Investments - The Trust is exempt from the 10% limitation of investment in the Sponsor's common stock under ERISA Section 404(a)(2).

Administrative Expenses - Substantially all administrative, legal, accounting, and insurance expenses were paid by the Sponsor for the benefit of the Plan.

Note 3 - FAIR VALUE

The Plan performs fair value measurement in accordance with ASC 820. ASC 820 defines fair value as the price that would be received from selling an asset in an orderly transaction between market participants at the measurement date. The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The fair value hierarchy is as follows:

- * Level 1 - Quoted prices in active markets for identical assets or liabilities;
- * Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or.
- * Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 3 - FAIR VALUE

(Cont.) Level 3 investments include the Company common stock, which are held by the Trustee of the Plan. Fair value of Company common stock as determined by independent appraisal was \$11.27 per share at December 31, 2024 and \$2.92 per share at December 31, 2023. The independent appraisals use one or more valuation techniques (e.g., the market approach or the income approach), for which sufficient and reliable data is available. 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 on the measurement date.

Company stock, measured at fair value in the amount of \$11,270,000 and \$2,920,000 as of December 31, 2024, and 2023, respectively, was deemed Level 3, by the Plan Sponsor.

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets:

	<u>2024</u>	<u>2023</u>
Fair Value as of Beginning of Year	\$ 2,920,000	\$ 16,170,000
Unrealized Appreciation (Decline) in Fair Value	<u>8,350,000</u>	<u>(13,250,000)</u>
Fair Value as of End of Year	\$ <u>11,270,000</u>	\$ <u>2,920,000</u>

Note 4 - INVESTMENTS

The Plan's investment in Company common stock as of December 31, 2024 and 2023 is as follows:

	<u>2024</u>	<u>2023</u>
Total Shares Held by the Plan	1,000,000	1,000,000
Shares Allocated	232,833	205,434
Cost of Total Shares in the Plan	\$ 16,170,000	\$ 16,170,000
Market Value of Total Shares in the Plan	\$ 11,270,000	\$ 2,920,000
Value Per Share	\$ 11.27	\$ 2.92

Note 5 - NOTE PAYABLE, PLAN SPONSOR

On July 31, 2023, the Plan entered into a promissory note with the Plan Sponsor for the purchase of 1,000,000 shares of the Company's stock. The note bears interest at 3.98% per annum, and requires total principal payments of \$16,170,000. Principal and interest payments are due quarterly and mature December 31, 2052. The note is secured by a pledge of the shares held by the ESOP. The note requires that the Company make ESOP contributions or other distributions to the ESOP such that the ESOP is able to make principal and interest payments to the Company as required by the agreement.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 5 - NOTE PAYABLE, PLAN SPONSOR

(Cont.) Future Principal payments are due as follows:

<u>Year Ending</u> <u>December 31,</u>	<u>Amount</u>
2025	\$ 224,732
2026	233,676
2027	242,977
2028	252,647
2029	262,703
Thereafter	<u>9,978,075</u>
	\$ <u>11,194,810</u>

Note 6 - CONTRIBUTIONS

The ESOP uses contributions to purchase the interests of withdrawing participants and to pay certain Plan expenses. The Company may repurchase ESOP owned shares at a per share value determined annually by an independent valuation. The Company has not repurchased any shares of common stock from the ESOP. For the years ended December 31, 2024 and 2023, contributions to the ESOP were \$680,669 and \$2,884,354.

The Company determines ESOP compensation costs based on the current estimated fair market value of common shares earned and released from unearned ESOP shares. ESOP compensation costs were \$308,785 and \$599,867 during 2024 and 2023. As of December 31, 2024 and 2023, the ESOP has earned and been allocated 232,833 and 205,439 respectively, of a total of 1,000,000 shares committed to be released. In accordance with 26 CFR 54.4975-7(b)(8) for each plan year during the duration of the loan, the number of securities released must equal the number of encumbered securities held immediately before release for the current plan year multiplied by a ratio of the amount of principal and interest paid for the year divided by the total principal and interest paid during the current year and for all future years.

Note 7 - ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of Company common shares, are held by the Trustee of the Plan. Company contributions are held and managed by the Trustee, which invests cash received, interest, and dividend income and makes distributions to participants. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

Note 8 - PARTY-IN-INTEREST TRANSACTIONS

Plan assets are invested in stock of the sponsor Company, therefore, these transactions qualify as party-in-interest transactions. As of December 31, 2024 and 2023, the Plan held for investment \$11,270,000 and \$2,920,000, respectively, in Plan Sponsor stock.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2024

Note 9 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to permanently discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their employer matching account balances. In the event of such termination, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms. Upon termination of the Plan, management shall direct the trustees to pay all liabilities that may exist at the time and expenses of the trust fund and to sell shares of financed stock held in the loan suspense account to the extent it determines such sale to be necessary in order to repay the loan that may exist.

Note 10 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan, by letter dated February 12, 2025, that the Plan and related trust were designed in accordance with the applicable sections of the Internal Revenue Code. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

Management has concluded that any uncertain tax positions would be immaterial to the financial statements taken as a whole. Accordingly, the accompanying financial statements do not include any provision for uncertain tax positions, and no related interest or penalties have been recorded.

Note 11 - RISKS AND UNCERTAINTIES

Investment securities are exposed to various risks, such as interest rate, market fluctuations and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits (net liability obligation) and the statement of changes in net assets available for benefits (net liability obligation).

Note 12 - SUBSEQUENT EVENTS

In preparing the financial statements, the Plan has evaluated all subsequent events, for potential recognition or disclosure, through September 30, 2025, the date the financial statements were available to be issued.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE I
47-0528839
002

SCHEDULE H, LINE 4i, SCHEDULE OF
ASSETS HELD AT END OF YEAR

DECEMBER 31, 2024

(a)	(b) <u>Identity of Issue</u>	(c) <u>Description of Investment</u>	(d) <u>Cost</u>	(e) <u>Current Value</u>
*	C.W. Suter & Son, Inc.	1,000,000 Shares Common Stock	\$ 16,170,000	\$ <u>11,270,000</u>
	Total			\$ <u>11,270,000</u>

* Indicates a party in interest to the plan.

C.W. SUTER & SON, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

SCHEDULE I
47-0528839
002

SCHEDULE H, LINE 4i, SCHEDULE OF
ASSETS HELD AT END OF YEAR

DECEMBER 31, 2024

(a)	(b) <u>Identity of Issue</u>	(c) <u>Description of Investment</u>	(d) <u>Cost</u>	(e) <u>Current Value</u>
*	C.W. Suter & Son, Inc.	1,000,000 Shares Common Stock	\$ 16,170,000	\$ <u>11,270,000</u>
	Total			\$ <u>11,270,000</u>

* Indicates a party in interest to the plan.