

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan <u>BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN</u>	1b Three-digit plan number (PN) ▶ <u>002</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BUTLER/TILL MEDIA SERVICES, INC.</u> <u>260 EAST BROAD STREET</u> <u>ROCHESTER, NY 14604</u>	1c Effective date of plan <u>01/01/2011</u> 2b Employer Identification Number (EIN) <u>16-1542581</u> 2c Plan Sponsor's telephone number <u>585-274-5100</u> 2d Business code (see instructions) <u>541800</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2025	SCOTT CHAPMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2025	SCOTT CHAPMAN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (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	431
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)	303
	6a(2)	234
	6b	5
	6c	126
	6d	365
	6e	0
	6f	365
	6g(1)	408
	6g(2)	365
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:
2I 2P 2Q 3I

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

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

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

a Pension Schedules	b General Schedules
(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> H (Financial Information)
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> I (Financial Information – Small Plan)
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input type="checkbox"/> A (Insurance Information) – Number Attached _____
(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached <u>0</u>	(4) <input checked="" 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 C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BUTLER/TILL MEDIA SERVICES, INC.	D Employer Identification Number (EIN) 16-1542581	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

MANNING & NAPIER

45-3328488

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

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

EXETER TRUST COMPANY

02-0476209

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 71	INVESTMENT MANAGEMENT	8606	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

STIFEL

43-1273600

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 71	INVESTMENT MANAGEMENT	24824	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 BUTLER/TILL MEDIA SERVICES, INC.	D Employer Identification Number (EIN) 16-1542581

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	270630	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		18788
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	46693	50096
(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)	13819752	15076929
(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)	106200000	111699600
(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	120337075	126845413
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	17038245	25877227
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	17038245	25877227
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	103298830	100968186

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)	2063342	
(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)		2063342
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	378968	
(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)		378968
(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)	130725	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		130725
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	5257322	
(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)	1010862
c Other income	2c	18790
d Total income. Add all income amounts in column (b) and enter total	2d	8860009

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3419113
(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)	3419113
f Corrective distributions (see instructions)	2f	
g Certain deemed distributions of participant loans (see instructions)	2g	
h Interest expense	2h	445074
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)	33431
(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)	33431
j Total expenses. Add all expense amounts in column (b) and enter total	2j	3897618

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k	4962391
l Transfers of assets:		
(1) To this plan	2l(1)	
(2) From this plan	2l(2)	7293035

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: **FREED MAXICK P.C.**

(2) EIN: **45-4051133**

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)
BUTLER/TILL, INC. 401(K) PLAN	16-1542581	001

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>BUTLER/TILL 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>BUTLER/TILL MEDIA SERVICES, INC.</u>	D Employer Identification Number (EIN) <u>16-1542581</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): 42-0127290

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 _____.

**AUDITED
FINANCIAL STATEMENTS**

**BUTLER/TILL EMPLOYEE STOCK
OWNERSHIP PLAN**

DECEMBER 31, 2024

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Participants and Administrator
Butler/Till Employee Stock Ownership Plan

Opinion

We have audited the financial statements of Butler/Till 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, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2024 and 2023, and the changes in its net assets available for benefits for the years then ended, 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 Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 within one year after the date that the financial statements are issued or available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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 audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of schedule h, line 4i – 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 (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information 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 GAAS.

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

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

Freed Maxick P.C.

Buffalo, New York
October 10, 2025

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2024			2023		
	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
ASSETS						
Investments, at fair value:						
Cash and cash equivalents	\$ 50,096	\$ -	\$ 50,096	\$ 46,693	\$ -	\$ 46,693
Sponsor company common stock	45,554,063	66,145,537	111,699,600	50,352,315	55,847,685	106,200,000
Mutual funds	-	-	-	3,540,965	-	3,540,965
Exchange traded funds	-	-	-	4,548,184	-	4,548,184
Corporate bonds	249,875	-	249,875	4,250,088	-	4,250,088
U.S. Government Securities	14,827,054	-	14,827,054	1,480,515	-	1,480,515
Total investments	<u>60,681,088</u>	<u>66,145,537</u>	<u>126,826,625</u>	<u>64,218,760</u>	<u>55,847,685</u>	<u>120,066,445</u>
Receivables:						
Employer contribution receivable	-	-	-	270,630	-	270,630
Other income receivable	18,788	-	18,788	-	-	-
Total receivables	<u>18,788</u>	<u>-</u>	<u>18,788</u>	<u>270,630</u>	<u>-</u>	<u>270,630</u>
Total assets	<u>60,699,876</u>	<u>66,145,537</u>	<u>126,845,413</u>	<u>64,489,390</u>	<u>55,847,685</u>	<u>120,337,075</u>
LIABILITIES						
Loans payable	-	25,877,227	25,877,227	-	17,038,245	17,038,245
Total liabilities	<u>-</u>	<u>25,877,227</u>	<u>25,877,227</u>	<u>-</u>	<u>17,038,245</u>	<u>17,038,245</u>
Net assets available for benefits	<u>\$ 60,699,876</u>	<u>\$ 40,268,310</u>	<u>\$ 100,968,186</u>	<u>\$ 64,489,390</u>	<u>\$ 38,809,440</u>	<u>\$ 103,298,830</u>

See accompanying notes.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended December 31,

	2024			2023		
	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
Sources of net assets:						
Employer contributions	\$ 1,239,000	\$ 824,342	\$ 2,063,342	\$ 575,975	\$ 852,273	\$ 1,428,248
Allocation of 246 shares of common stock of Butler/Till, Inc. (271 - 2023), respectively, at fair value	2,289,859	-	2,289,859	2,395,564	-	2,395,564
Net appreciation in the fair value of investments	2,917,513	3,369,461	6,286,974	2,993,959	2,632,463	5,626,422
Interest and dividend income	509,693	-	509,693	368,124	-	368,124
Total sources of net assets	<u>6,956,065</u>	<u>4,193,803</u>	<u>11,149,868</u>	<u>6,333,622</u>	<u>3,484,736</u>	<u>9,818,358</u>
Applications of net assets:						
Benefit payments	3,419,113	-	3,419,113	1,179,396	-	1,179,396
Interest expense	-	445,074	445,074	-	501,295	501,295
Administrative expenses	33,431	-	33,431	39,362	-	39,362
Allocation of 246 shares of common stock of Butler/Till, Inc. (271 - 2023), respectively, at fair value	-	2,289,859	2,289,859	-	2,395,564	2,395,564
Total applications of net assets	<u>3,452,544</u>	<u>2,734,933</u>	<u>6,187,477</u>	<u>1,218,758</u>	<u>2,896,859</u>	<u>4,115,617</u>
Net increase in net assets	3,503,521	1,458,870	4,962,391	5,114,864	587,877	5,702,741
Transfer of assets out of Plan (see Note 1)	(7,293,035)	-	(7,293,035)	(303,609)	-	(303,609)
Net assets available for benefits:						
Beginning of year	<u>64,489,390</u>	<u>38,809,440</u>	<u>103,298,830</u>	<u>59,678,135</u>	<u>38,221,563</u>	<u>97,899,698</u>
End of year	<u>\$ 60,699,876</u>	<u>\$ 40,268,310</u>	<u>\$ 100,968,186</u>	<u>\$ 64,489,390</u>	<u>\$ 38,809,440</u>	<u>\$ 103,298,830</u>

See accompanying notes.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following brief description of the Butler/Till Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for complete information.

Butler/Till, Inc. (the Company) established the Plan effective as of January 1, 2011. The Plan operates, in relevant part, 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 of 1986, as amended (IRC), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is administered by an Administrative Committee appointed by the Company's Board of Directors. Spinnaker Trust, an independent third-party Trust Company, is the Plan's trustee.

In December 2011, the Plan borrowed \$3,300,000 from the Company and used the proceeds to purchase 6,120 shares of the Company's common stock which is held in a trust established by the Plan. The borrowing was paid in full during the year ended December 31, 2017. In December 2014, the Plan borrowed an additional \$4,651,080 from the Company and used the proceeds to purchase an additional 5,880 shares of the Company's common stock (see Note 5).

Effective September 1, 2020, the Board of Directors approved an election to enter into a re-leverage transaction with the Company. The Company entered into a Stock Redemption Agreement to purchase 1,496.972 shares of terminated participants from the Plan for a total purchase price of \$5,123,387. Simultaneously with the Redemption, the Company and the Plan entered into a Stock Purchase Agreement for the Plan to purchase 1,867.7928 shares from the Company for \$2,743.02 per share for a total of \$5,123,387. The purchase included 370.8208 of treasury shares purchased by the Company in previous years. The Plan purchased the stock from the Company with \$5,123,387 of proceeds from a promissory note entered into with the Company (see Note 5).

The Company may at times repurchase shares at the ESOP participants' request at the fair market value. During the year ended December 31, 2024, the Company did not repurchase any shares. During the year ended December 31, 2023, the Company repurchased 27.9169 shares previously held in the ESOP for \$235,898.

Effective October 20, 2022, the Board of Directors approved an election to enter into a re-leverage transaction with the Company. The Company entered into a Stock Redemption Agreement to purchase the 430.20698 shares of terminated ESOP participants from the Plan for a total purchase price of \$3,094,049. Simultaneously with the Redemption, the Company and the Plan entered into a Stock Purchase Agreement for the Plan to purchase 1,092.57342 shares from the Company for \$7,041.70 per share for a total of \$7,693,574. The purchase included the 662.36644 shares purchased by the Company earlier in 2022. The Plan purchased the stock from the Company with \$7,693,575 of proceeds from a promissory note entered into with the Company (see Note 5).

Effective August 31, 2023, the Board of Directors approved an election to enter into a re-leverage transaction with the Company. The Company entered into a Stock Redemption Agreement to purchase the 198.3185 shares of terminated ESOP participants from the Plan for a total purchase price of \$1,675,791. Simultaneously with the Redemption, the Company and the Plan entered into a Stock Purchase Agreement for the Plan to purchase 226.2354 shares from the Company for \$8,450 per share for a total of \$1,911,689. The purchase included the 27.9169 shares purchased by the Company earlier in 2023. The Plan purchased the stock from the Company with \$1,911,689 of proceeds from a promissory note entered into with the Company (see Note 5).

Effective December 19, 2024, the Board of Directors approved an election to enter into a re-leverage transaction with the Company. The Company and the Plan entered into a Stock Purchase Agreement for the Plan to purchase 1,041.6103 shares from the Company for \$8,850 per share for a total of \$9,218,251. The Plan purchased the stock from the Company with \$9,218,251 of proceeds from a promissory note entered into with the Company (see Note 5).

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

The borrowings are collateralized by the unallocated shares of common stock. The Company has no rights against shares of common stock once they are allocated to participants in accordance with the terms of the ESOP. Accordingly, the financial statements of the Plan as of December 31, 2024 and 2023, and for the years then ended, present separately the assets and liabilities and changes therein pertaining to:

- a) the accounts of employees with vested rights in allocated common stock (allocated), and
- b) common stock not yet allocated to employees (unallocated).

Eligibility: Employees of the Company and its participating subsidiaries are generally eligible to participate in the Plan provided they worked at least 1,000 hours during such Plan year and were 21 years of age. Participants who do not have at least 1,000 hours of service during such Plan year or are not employed on the last working day of a Plan year are generally not eligible for an allocation of Company contributions for such year.

Contributions: The Company is obligated to make contributions in cash to the Plan which equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its term loans. Employee contributions are not permitted.

Payment of Benefits: Distributions on account of death, disability, or retirement are made in lump sum in the Plan year following the event. The Plan allows for early retirement at age 55, if the participant has ten years of service with the Company. Distributions for other separations from service commence in the fifth Plan year following the separation from service and will be made in lump sums for amounts up to \$100,000 or in five annual installments for amounts in excess of \$100,000. If the participant's vested account balance is \$100,000 or less their vested account will be distributable in a lump sum in the Plan year following the separation from service. The amount to be distributed is based upon the immediately preceding valuation date. Distributions are made in cash or in the form of Company common stock. Under the provisions of the Plan, the Company is obligated to immediately repurchase participant shares, which have been distributed under the terms of the Plan.

Administrative Expenses: As provided in the Plan agreement, administrative expenses may be paid either by the Plan or by the Company. The Company has historically paid most of the operating expenses for the Plan. Expenses paid by the Plan for bank fees amounted to \$33,431 for the year ended December 31, 2024 (\$39,362 - 2023).

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

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

Vesting: If a participant's employment with the Company ends for any reason other than retirement, permanent disability, or death, he or she will vest in the balances in his or her account based on total years of services with the Company. Participants vest 20 percent per year of service and are 100 percent vested after 5 years of service. For participants entering the Plan in plan years beginning on and after January 1, 2024, the participants vest over a 6 year period, where they vest 0 percent in the first year of service and 20 percent per year thereafter.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN (CONTINUED)

Put Option: Under Federal income tax regulations, the 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. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is a limited or no market. The put price is representative of the current appraised value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification: Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Participants who are at least age 50 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25 percent of his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify will have the portion of their account subject to the election transferred to the Company's 401(k) Plan within ninety days after the end of election period. The election to diversify is made subsequent to year-end based upon the shares of employer stock in the participant's account at year-end. The Board of Directors executed an amendment to the Plan on August 5, 2024 to provide participants, with ten years of service or more in the Plan as of December 31, 2023, a one-time diversification option where the participant may elect to diversify up to 25% of their stock balance into their 401(k) account. The amount of diversified assets transferred into the Company's 401(k) Plan amounted to \$7,293,035 for the year ended December 31, 2024 (\$303,609 - 2023).

Forfeitures: Upon incurring five consecutive one-year breaks in service, the non-vested portion of a participant's account is forfeited and reallocated among the accounts of other participants in the same manner as Company contributions. Plan forfeitures are allocated to each participant's account based upon the relation of the participant's eligible compensation to total eligible compensation for the Plan year. Cash forfeitures allocated to participant accounts during the year ended December 31, 2024 totaled \$399,313 (\$424,758 - 2023). During the year ended December 31, 2024, there were 28.8393 forfeited shares reallocated to active participants' accounts (28.7804 - 2023).

NOTE 2. SUMMARY OF SIGNIFICANT 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 accordance with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

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

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 4 for a discussion of fair value measurements.

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

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Payment of Benefits: Benefits are recorded when paid.

Reclassification: Certain 2023 amounts have been reclassified to conform with the 2024 presentation.

Subsequent Events: The Plan has evaluated subsequent events through October 10, 2025, the date the financial statements were available to be issued.

NOTE 3. INVESTMENTS

The Plan's investment in Company stock, at December 31, is presented in the following table:

	2024		2023	
	<u>Allocated</u>	<u>Unallocated</u>	<u>Allocated</u>	<u>Unallocated</u>
Butler/Till, Inc. common stock:				
Number of shares	4,893.9186	7,106.0814	5,689.5271	6,310.4729
Cost	<u>\$ 4,430,633</u>	<u>\$ 25,187,444</u>	<u>\$ 4,462,088</u>	<u>\$ 16,499,396</u>
Estimated fair value	<u>\$ 45,554,063</u>	<u>\$ 66,145,537</u>	<u>\$ 50,352,315</u>	<u>\$ 55,847,685</u>

NOTE 4. FAIR VALUE MEASUREMENTS

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

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 techniques 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. There have been no changes in the methodologies used at December 31, 2024 and 2023.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing value on yields currently available on comparable securities of issuers with similar credit ratings.

U.S. government securities: Valued using pricing models maximizing the use of observable inputs for similar securities.

Sponsor company common stock: Butler/Till, Inc. common stock held by the Plan is reported at fair value based upon an independent appraisal. This appraisal was based upon a combination of the guideline public company, discounted cash flow, and capitalized cash flow valuation techniques consistent with prior years.

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

Exchange traded funds: Valued at the closing price reported on the active market on which the individual securities are traded.

Cash and cash equivalents: Held primarily in short-duration, highly liquid securities, which are valued at cost plus accrued interest.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2024 and 2023:

	Investments at Fair Value as of December 31, 2024			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment in Butler/Till, Inc. common stock	\$ -	\$ -	\$ 111,699,600	\$ 111,699,600
Cash and cash equivalents	50,096	-	-	50,096
Corporate bonds	-	249,875	-	249,875
U.S. government securities	-	<u>14,827,054</u>	-	<u>14,827,054</u>
Investments at fair value	<u>\$ 50,096</u>	<u>\$ 15,076,929</u>	<u>\$ 111,699,600</u>	<u>\$ 126,826,625</u>

	Investments at Fair Value as of December 31, 2023			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment in Butler/Till, Inc. common stock	\$ -	\$ -	\$ 106,200,000	\$ 106,200,000
Cash and cash equivalents	46,693	-	-	46,693
Mutual funds	3,540,965	-	-	3,540,965
Exchange traded funds	4,548,184	-	-	4,548,184
Corporate bonds	-	4,250,088	-	4,250,088
U.S. government securities	-	<u>1,480,515</u>	-	<u>1,480,515</u>
Investments at fair value	<u>\$ 8,135,842</u>	<u>\$ 5,730,603</u>	<u>\$ 106,200,000</u>	<u>\$ 120,066,445</u>

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 4. FAIR VALUE MEASUREMENTS (CONTINUED)

Changes in Fair Value of Level 3 Investments

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the years ended December 31:

	<u>Level 3 Assets</u>	
	<u>2024</u>	<u>2023</u>
Balance, as of January 1,	\$ 106,200,000	\$ 101,400,000
Unrealized (loss) gain relating to shares held at the reporting date	(3,156,994)	3,010,302
Realized gain and sale of shares	8,656,594	1,789,698
Shares purchased (1,041.61 shares - 2024)	9,218,251	1,911,689
Shares distributed (1,041.61 shares - 2024)	(9,218,251)	<u>(1,911,689)</u>
Balance, as of December 31,	<u>\$ 111,699,600</u>	<u>\$106,200,000</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits. The Company common stock held by the Plan is reported at fair value based upon an appraisal. The appraisal was consistent with prior years and based on a combination of the methods described in the following table.

Instrument	Fair Value	Principal Valuation Technique	Unobservable Inputs
Butler/Till, Inc. common stock	\$111,699,600	Guideline Public Companies – 50%	Public comparables EBITDA multiple
		Discounted Cash Flow – 25%	EBITDA Projected free cash flows Weighted average cost of capital Discount rate Cost of Debt
		Capitalized Cash Flow – 25%	Implied EBITDA Company specific risk premium Company management projections Discount rate Cost of Debt

The preceding methods described 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.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5. LOANS PAYABLE

In December 2014, the Plan entered into a \$4,651,080 term loan agreement with the Company. The proceeds of the loan were used to purchase 5,880 shares of the Company's common stock. Unallocated shares are the collateral for the loan. Effective December 15, 2021, the \$3,382,415 outstanding principal balance was refinanced. The refinanced loan bears interest at 1.90% and is repayable to the Company over a 30-year term ending in 2050. Shares are released from collateral and allocated to participants as payments of principal and interest are made to the Company. The number of shares released in any year is the number of shares held as collateral immediately before the current year release, times the ratio of the current year payments divided by the total of this year's payments, plus all future years' principal and interest payments. This resulted in 150.76 shares being released and allocated for the year ended December 31, 2024 (175.4395 - 2023). The outstanding balance of the loan at December 31, 2024 amounted to \$2,931,426 (\$3,044,173 - 2022).

In September 2020, the Plan entered into a \$5,123,387 term loan agreement the Company. The proceeds of the loan were used to purchase 1,867.7928 shares of the Company's common stock. Unallocated shares are the collateral for the loan. Shares are released from collateral and allocated to participants as payments of principal and interest are made to the Company. The number of shares released in any year is the number of shares held as collateral immediately before the current year release, times the ratio of the current year payments divided by the total of this year's payments, plus all future years' principal and interest payments. This resulted in 62.28 shares being released and allocated for the years ended December 31, 2024 and 2023. The agreement provides for the loan to be repaid over 30 years and bears interest at 1.12%. The outstanding balance of the loan at December 31, 2024 amounted to \$4,350,325 (\$4,500,326 - 2023).

In October 2022, the Plan entered into a \$7,693,574 term loan agreement with the Company. The proceeds of the loan were used to purchase 1,092.5734 shares of the Company's common stock. Unallocated shares are the collateral for the loan. Shares will be released from collateral and allocated to participants as payments of principal and interest are made to the Company. The number of shares released in any year is the number of shares held as collateral immediately before the current year release, times the ratio of the current year payments divided by the total of this year's payments, plus all future years' principal and interest payments. This resulted in 27.31 shares being released and allocated for the years ending December 31, 2024 and 2023. The agreement provides for the loan to be repaid over 40 years and bears interest at 3.43%. The outstanding balance of the loan at December 31, 2024 amounted to \$7,554,545 (\$7,650,820 - 2023).

In August 2023, the Plan entered into a \$1,911,689 term loan agreement with the Company. The proceeds of the loan were used to purchase 226.2354 shares of the Company's common stock. Unallocated shares are the collateral for the loan. Shares will be released from collateral and allocated to participants as payments of principal and interest are made to the Company. The number of shares released in any year is the number of shares held as collateral immediately before the current year release, times the ratio of the current year payments divided by the total of this year's payments, plus all future years' principal and interest payments. This resulted in 5.66 shares being released and allocated for the year ending December 31, 2024 (0 - 2023). The agreement provides for the loan to be repaid over 40 years and bears interest at 4.03%. The outstanding balance of the loan at December 31, 2024 amounted to \$1,822,680 (\$1,842,926 - 2023).

In December 2024, the Plan entered into a \$9,218,251 term loan agreement with the Company. The proceeds of the loan were used to purchase 1,041.61 shares of the Company's common stock. Unallocated shares are the collateral for the loan. Shares will be released from collateral and allocated to participants as payments of principal and interest are made to the Company. The number of shares released in any year is the number of shares held as collateral immediately before the current year release, times the ratio of the current year payments divided by the total of this year's payments, plus all future years' principal and interest payments. The agreement provides for the loan to be repaid over 40 years and bears interest at 4.53%. The outstanding balance of the loan at December 31, 2024 amounted to \$9,218,251 (\$0 - 2023).

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 5. LOANS PAYABLE (CONTINUED)

The scheduled amortization of the loans for the next 5 years and thereafter is as follows:

2025	\$ 458,294
2026	480,901
2027	491,101
2028	500,429
2029	512,543
Thereafter	<u>23,433,959</u>
	<u>\$ 25,877,227</u>

NOTE 6. ADDITIONAL COMPANY CONTRIBUTIONS

As additional consideration for the refinancing of the 2014 loan during the year ended December 31, 2021 (see Note 5), the Company is required to make an additional contribution for the next seven Plan years by cash or by share release to the ESOP that will cause the effective aggregate benefit level to equal 20% of the total Compensation of all ESOP participants. If, however the additional consideration would cause the aggregate contributions to the ESOP or the 401(k) plan to exceed the limitations of Section 404 or Section 415 of the Internal Revenue Code the additional consideration for that contribution year will be reduced until the limitations are no longer exceeded. The Company contributed \$1,239,000 of additional consideration to the ESOP during the year ended December 31, 2024. The Company contributed \$575,975 of additional consideration to the ESOP, of which \$270,630 is included as an employer contribution receivable on the statement of net assets available for benefits at December 31, 2023.

NOTE 7. RELATED PARTY AND PARTY IN INTEREST TRANSACTIONS

The Plan invests in Company common stock and has indebtedness to the Company for the loans used to purchase the Company stock. These are related party and party-in-interest transactions. As described in Note 1, the Company pays all Plan expenses with exception of the custodian's bank fees. The Plan has a number of service providers. Such providers are parties in interest under ERISA.

NOTE 8. RISKS AND UNCERTAINTIES

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

NOTE 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 Employee Benefits Administration Committee directs the Trustee to pay all liabilities and expenses of the ESOP and to sell shares of financed common stock held as collateral to the extent it determines such sale is necessary in order to repay the loan. Subsequently, 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 and the IRC.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE 10. TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated December 1, 2017, stating that the Plan is qualified under the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed, and being operated, in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified, and the related trust was tax-exempt as of the financial statement date.

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

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

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

EIN # 16-1542581

December 31, 2024

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Fair Value
Cash Equivalent:				
	BNY Mellon	BNY Mellon NA Insured Deposit Account	\$ 50,096	\$ 50,096
Common Stock:				
*	Butler/Till, Inc.	12,000 shares of common stock	29,618,077	111,699,600
Corporate Bonds:				
	Bank of America	Bank of America Corp Subordinated Note 4% maturing on January 22, 2025	243,443	249,875
U.S. Government Securities:				
	US Treasury Bill	Maturing January 9, 2025	1,484,777	1,513,758
	US Treasury Bill	Maturing January 23, 2025	1,188,732	1,210,005
	US Treasury Bill	Maturing February 6, 2025	1,190,872	1,210,018
	US Treasury Bill	Maturing February 20, 2025	1,194,313	1,210,087
	US Treasury Bill	Maturing March 6, 2025	1,240,780	1,254,748
	US Treasury Bill	Maturing March 20, 2025	1,220,085	1,231,900
	US Treasury Bill	Maturing April 3, 2025	2,438,685	2,445,599
	US Treasury Bill	Maturing April 17, 2025	1,253,052	1,254,582
	US Treasury Bill	Maturing May 1, 2025	1,247,675	1,248,605
	US Treasury Bill	Maturing May 15, 2025	1,247,628	1,248,612
	US Treasury Note	Interest rate at 4.125% maturing on January 31, 2025	492,294	499,885
	US Treasury Note	Interest rate at 2.500% maturing on January 31, 2025	481,914	499,255
			<u>14,680,807</u>	<u>14,827,054</u>
			<u>\$ 44,592,423</u>	<u>\$ 126,826,625</u>

* Represents party in interest.

BUTLER/TILL EMPLOYEE STOCK OWNERSHIP PLAN

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

EIN # 16-1542581

December 31, 2024

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Fair Value
Cash Equivalent:				
	BNY Mellon	BNY Mellon NA Insured Deposit Account	\$ 50,096	\$ 50,096
Common Stock:				
*	Butler/Till, Inc.	12,000 shares of common stock	29,618,077	111,699,600
Corporate Bonds:				
	Bank of America	Bank of America Corp Subordinated Note 4% maturing on January 22, 2025	243,443	249,875
U.S. Government Securities:				
	US Treasury Bill	Maturing January 9, 2025	1,484,777	1,513,758
	US Treasury Bill	Maturing January 23, 2025	1,188,732	1,210,005
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	US Treasury Bill	Maturing March 6, 2025	1,240,780	1,254,748
	US Treasury Bill	Maturing March 20, 2025	1,220,085	1,231,900
	US Treasury Bill	Maturing April 3, 2025	2,438,685	2,445,599
	US Treasury Bill	Maturing April 17, 2025	1,253,052	1,254,582
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	US Treasury Bill	Maturing May 15, 2025	1,247,628	1,248,612
	US Treasury Note	Interest rate at 4.125% maturing on January 31, 2025	492,294	499,885
	US Treasury Note	Interest rate at 2.500% maturing on January 31, 2025	481,914	499,255
			<u>14,680,807</u>	<u>14,827,054</u>
			<u>\$ 44,592,423</u>	<u>\$ 126,826,625</u>

* Represents party in interest.