

<p style="text-align: center;"><b>Form 5500</b></p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p><b>Annual Return/Report of Employee Benefit Plan</b></p> <p style="font-size: x-small;">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).</p> <p style="text-align: center;"><b>▶ Complete all entries in accordance with the instructions to the Form 5500.</b></p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; text-align: center;"><b>2024</b></p> <hr/> <p style="text-align: center;"><b>This Form is Open to Public Inspection</b></p>
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**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**

<p><b>1a</b> Name of plan <u>O'KEEFFES, INC. 401(K) PLAN &amp; TRUST</u></p>	<p><b>1b</b> Three-digit plan number (PN) ▶ <u>003</u></p>
<p><b>2a</b> 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>O'KEEFFE'S, INC.</u></p> <p><u>100 NORTH HILL DRIVE</u> <u>SUITE 12</u> <u>BRISBANE, CA 94005</u></p>	<p><b>1c</b> Effective date of plan <u>01/01/2007</u></p> <p><b>2b</b> Employer Identification Number (EIN) <u>94-1061347</u></p> <p><b>2c</b> Plan Sponsor's telephone number <u>415-824-4900</u></p> <p><b>2d</b> Business code (see instructions) <u>327210</u></p>

**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.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	10/14/2025	WILLIAM F. O'KEEFFE JR.
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	Signature of DFE	Date	Enter name of individual signing as DFE

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> 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: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN	
	<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	309
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year ..... <b>b</b> Retired or separated participants receiving benefits..... <b>c</b> Other retired or separated participants entitled to future benefits ..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. .... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> ..... <b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) ..... <b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) ..... <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b>	250
	<b>6a(2)</b>	255
	<b>6b</b>	23
	<b>6c</b>	43
	<b>6d</b>	321
	<b>6e</b>	0
	<b>6f</b>	321
	<b>6g(1)</b>	268
<b>6g(2)</b>	272	
<b>6h</b>	0	
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....	<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
2E 2F 2G 2J 2K 2S 2T 3D

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

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

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

**a Pension Schedules**

- (1)  **R** (Retirement Plan Information)
- (2)  **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)  **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4)  **DCG** (Individual Plan Information) – Number Attached \_\_\_\_\_
- (5)  **MEP** (Multiple-Employer Retirement Plan Information)

**b General Schedules**

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

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

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**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.

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**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 \_\_\_\_\_

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

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

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

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

<b>Part II</b>	<b>Investment and Annuity Contract Information</b>	
	Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.	
<b>4</b>	Current value of plan's interest under this contract in the general account at year end .....	1596978
<b>5</b>	Current value of plan's interest under this contract in separate accounts at year end.....	14398081
<b>6</b>	<b>Contracts With Allocated Funds:</b>	
<b>a</b>	State the basis of premium rates ▶	
<b>b</b>	Premiums paid to carrier .....	<b>6b</b>
<b>c</b>	Premiums due but unpaid at the end of the year .....	<b>6c</b>
<b>d</b>	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. .... Specify nature of costs ▶	<b>6d</b>
<b>e</b>	Type of contract: (1) <input type="checkbox"/> individual policies                      (2) <input type="checkbox"/> group deferred annuity (3) <input type="checkbox"/> other (specify) ▶	
<b>f</b>	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ <input type="checkbox"/>	
<b>7</b>	<b>Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)</b>	
<b>a</b>	Type of contract: (1) <input type="checkbox"/> deposit administration                      (2) <input type="checkbox"/> immediate participation guarantee (3) <input type="checkbox"/> guaranteed investment                      (4) <input checked="" type="checkbox"/> other ▶ <b>GROUP ANNUITY CONTRACT</b>	
<b>b</b>	Balance at the end of the previous year .....	<b>7b</b> 1734024
<b>c</b>	Additions: (1) Contributions deposited during the year .....	<b>7c(1)</b> 193636
	(2) Dividends and credits.....	<b>7c(2)</b> 0
	(3) Interest credited during the year.....	<b>7c(3)</b> 34275
	(4) Transferred from separate account .....	<b>7c(4)</b> 595176
	(5) Other (specify below)..... ▶ <b>LOAN REPAYMENT</b>	<b>7c(5)</b> 21027
	(6) Total additions .....	<b>7c(6)</b> 844114
<b>d</b>	Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) .....	<b>7d</b> 2578138
<b>e</b>	Deductions:	
	(1) Disbursed from fund to pay benefits or purchase annuities during year .....	<b>7e(1)</b> 724957
	(2) Administration charge made by carrier.....	<b>7e(2)</b> 13407
	(3) Transferred to separate account .....	<b>7e(3)</b> 242796
	(4) Other (specify below)..... ▶	<b>7e(4)</b> 0
(5) Total deductions .....	<b>7e(5)</b> 981160	
<b>f</b>	Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ).....	<b>7f</b> 1596978

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

**8** Benefit and contract type (check all applicable boxes)

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

**9** Experience-rated contracts:

<b>a</b>	Premiums: (1) Amount received .....	<b>9a(1)</b>		
	(2) Increase (decrease) in amount due but unpaid .....	<b>9a(2)</b>		
	(3) Increase (decrease) in unearned premium reserve .....	<b>9a(3)</b>		
	(4) Earned ((1) + (2) - (3)) .....		<b>9a(4)</b>	0
<b>b</b>	Benefit charges (1) Claims paid .....	<b>9b(1)</b>		
	(2) Increase (decrease) in claim reserves .....	<b>9b(2)</b>		
	(3) Incurred claims (add (1) and (2)) .....		<b>9b(3)</b>	0
	(4) Claims charged .....		<b>9b(4)</b>	
<b>c</b>	Remainder of premium: (1) Retention charges (on an accrual basis) --			
	(A) Commissions .....	<b>9c(1)(A)</b>		
	(B) Administrative service or other fees .....	<b>9c(1)(B)</b>		
	(C) Other specific acquisition costs .....	<b>9c(1)(C)</b>		
	(D) Other expenses .....	<b>9c(1)(D)</b>		
	(E) Taxes .....	<b>9c(1)(E)</b>		
	(F) Charges for risks or other contingencies .....	<b>9c(1)(F)</b>		
	(G) Other retention charges .....	<b>9c(1)(G)</b>		
	(H) Total retention .....		<b>9c(1)(H)</b>	0
	(2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.) .....		<b>9c(2)</b>	
<b>d</b>	Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement .....		<b>9d(1)</b>	
	(2) Claim reserves .....		<b>9d(2)</b>	
	(3) Other reserves .....		<b>9d(3)</b>	
<b>e</b>	Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).) .....		<b>9e</b>	

**10** Nonexperience-rated contracts:

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

**Part IV Provision of Information**

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

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

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

<b>A</b> Name of plan <b>O'KEEFFES, INC. 401(K) PLAN &amp; TRUST</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>003</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>O'KEEFFE'S, INC.</b>	<b>D</b> Employer Identification Number (EIN) <b>94-1061347</b>	

**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

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**(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)

EMPOWER ANNUITY INS. COMPANY OF US

8515 EAST ORCHARD ROAD  
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	RECORDKEEPER	118522	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

FARMER & BETTS - CO

709 W. LITTLETON BLVD  
#106  
LITTLETON, CO 80120

(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?
13	CONTRACT ADMIN	12651	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	8065	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

MMLIS

1295 STATE ST  
SPRINGFIELD, MA 01111-0001

(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?
55	BROKER/ADVISOR	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	4728	Yes <input type="checkbox"/> No <input checked="" 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
FARMER & BETTS	13	8065
(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.	
EMPOWER ANNUITY INSURANCE CO. OF US 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 01111-0001	TPA ALLOWANCE PAYMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MMLIS	55	4728
(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.	
EMPOWER ANNUITY INSURANCE CO. OF US 8515 EAST ORCHARD ROAD GREENWOOD VILLAGE, CO 01111-0001	OTHER COMISSION	
(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.

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

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

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

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<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> 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)

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE D</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>	<b>DFE/Participating Plan Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2024</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2024 or fiscal plan year beginning <u>01/01/2024</u> and ending <u>12/31/2024</u>	
<b>A</b> Name of plan <u>O'KEEFFES, INC. 401(K) PLAN &amp; TRUST</u>	<b>B</b> Three-digit plan number (PN) <span style="float: right;">▶</span> <u>003</u>
<b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>O'KEEFFE'S, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>94-1061347</u>

<b>Part I</b>	<b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b> (Complete as many entries as needed to report all interests in DFEs)
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<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>JPMORGAN US GOVERNMENT MMKT INSTL</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>JPMORGAN</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>189055</u>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANGUARD SMALL CAP INDEX ADM</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>259174</u>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>PIMCO HIGH YIELD INSTL</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>PIMCO</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>101903</u>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MM SELECT TRP RETIREMENT 2055 I</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSMUTUAL</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>877127</u>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MM SELECT TRP RETIREMENT 2015 I</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSMUTUAL</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>134942</u>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>MASSMUTUAL BALANCED I</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>MASSMUTUAL</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>14316</u>	
<b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>FED. HERMES KAUFMANN SMALL CAP R6</u>				
<b>b</b> Name of sponsor of entity listed in (a): <u>FEDERATED</u>				
<b>c</b> EIN-PN <u>90-0779283-000</u>	<b>d</b> Entity code <u>P</u>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<u>76578</u>	

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2005 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>1342</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MASSMUTUAL SMALL COMPANY VAL I**

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

<b>c</b> EIN-PN <b>90-0342299-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>81119</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2030 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>862882</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **INVESCO BAL-RISK COMMODITY STRAT R6**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>63787</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD REAL ESTATE INDEX ADMIRAL**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>176298</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **VANGUARD MID CAP INDEX ADMIRAL**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>668257</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2060 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>260922</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2040 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>508654</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **ISHARES S&P 500 INDEX K**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>3535063</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2050 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	<b>1674038</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT BAL I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>180</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MASSMUTUAL BLUE CHIP GROWTH I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>194492</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2045 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>1672978</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2035 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>1537855</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2025 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>401944</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE: **MM SELECT TRP RETIREMENT 2020 I**

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

<b>c</b> EIN-PN <b>90-0779283-000</b>	<b>d</b> Entity code <b>P</b>	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>1102200</b>
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**a** Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

<b>c</b> EIN-PN	<b>d</b> Entity code	<b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2024</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2024 or fiscal plan year beginning <b>01/01/2024</b> and ending <b>12/31/2024</b>	
<b>A</b> Name of plan <b>O'KEEFFES, INC. 401(K) PLAN &amp; TRUST</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>003</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>O'KEEFFE'S, INC.</b>	<b>D</b> Employer Identification Number (EIN) <b>94-1061347</b>

<b>Part I</b>	<b>Asset and Liability Statement</b>
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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
<b>Assets</b>			
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	295493	327339
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>	449	0
<b>(3)</b> Other .....	<b>1b(3)</b>		
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>		
<b>(2)</b> U.S. Government securities .....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other .....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>		
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>	415758	481298
<b>(9)</b> Value of interest in common/collective trusts .....	<b>1c(9)</b>	0	0
<b>(10)</b> Value of interest in pooled separate accounts .....	<b>1c(10)</b>	11877510	14398081
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....	<b>1c(13)</b>	1356589	1247520
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) .....	<b>1c(14)</b>	1734024	1596978
<b>(15)</b> Other .....	<b>1c(15)</b>		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	15679823	18051216
<b>Liabilities</b>			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	0	833
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	0	833
<b>Net Assets</b>			
l Net assets (subtract line 1k from line 1f).....	1l	15679823	18050383

**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.

<b>Income</b>		(a) Amount	(b) Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	623526	
(B) Participants.....	2a(1)(B)	1286580	
(C) Others (including rollovers).....	2a(1)(C)	3674	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A), (B), (C), and line 2a(2).....	2a(3)		1913780
<b>b Earnings on investments:</b>			
(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)	33844	
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F).....	2b(1)(G)		33844
(2) Dividends:			
(A) Preferred stock.....	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds).....	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A), (B), and (C).....	2b(2)(D)		0
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets:			
(A) Aggregate proceeds.....	2b(4)(A)		
(B) Aggregate carrying amount (see instructions).....	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B).....	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts .....	<b>2b(6)</b>		34275
(7) Net investment gain (loss) from pooled separate accounts .....	<b>2b(7)</b>		2011197
(8) Net investment gain (loss) from master trust investment accounts .....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities .....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) .....	<b>2b(10)</b>		
<b>c</b> Other income .....	<b>2c</b>		
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	<b>2d</b>		3993096

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	1436748	
(2) To insurance carriers for the provision of benefits .....	<b>2e(2)</b>		
(3) Other .....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		1436748
<b>f</b> Corrective distributions (see instructions) .....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	<b>2g</b>		58815
<b>h</b> Interest expense .....	<b>2h</b>		
<b>i</b> Administrative expenses:			
(1) Salaries and allowances .....	<b>2i(1)</b>		
(2) Contract administrator fees .....	<b>2i(2)</b>	126973	
(3) Recordkeeping fees .....	<b>2i(3)</b>		
(4) IQPA audit fees .....	<b>2i(4)</b>		
(5) Investment advisory and investment management fees .....	<b>2i(5)</b>		
(6) Bank or trust company trustee/custodial fees .....	<b>2i(6)</b>		
(7) Actuarial fees .....	<b>2i(7)</b>		
(8) Legal fees .....	<b>2i(8)</b>		
(9) Valuation/appraisal fees .....	<b>2i(9)</b>		
(10) Other trustee fees and expenses .....	<b>2i(10)</b>		
(11) Other expenses .....	<b>2i(11)</b>		
(12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....	<b>2i(12)</b>		126973
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	<b>2j</b>		1622536

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		2370560
<b>l</b> Transfers of assets:			
(1) To this plan .....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**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: **GILMORE & ASSOCIATES**

(2) EIN: **82-3870474**

**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
<b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	114364
<b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>e</b> Was this plan covered by a fidelity bond?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	500000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
<b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>l</b> Has the plan failed to provide any benefit when due under the plan?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
<b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	<input type="checkbox"/>	<input type="checkbox"/>	

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

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

<b>5b(1)</b> Name of plan(s)	<b>5b(2)</b> EIN(s)	<b>5b(3)</b> 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 \_\_\_\_\_.

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  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).  <b>▶ File as an attachment to Form 5500.</b>	OMB No. 1210-0110  <b>2024</b>  <b>This Form is Open to Public Inspection.</b>
--	---	--

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

<b>A</b> Name of plan <u>O'KEEFFES, INC. 401(K) PLAN &amp; TRUST</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>003</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>O'KEEFFE'S, INC.</u>	<b>D</b> Employer Identification Number (EIN) <u>94-1061347</u>	

<b>Part I</b>	<b>Distributions</b>
---------------	----------------------

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

<b>1</b> 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): 84-0467907

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

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

<b>Part II</b>	<b>Funding Information</b> (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.**

<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	6a	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	6b	
<b>c</b> 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

<b>Part III</b>	<b>Amendments</b>
-----------------	-------------------

**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

<b>Part IV</b>	<b>ESOPs</b> (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:

<b>a</b> 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).....	<b>14a</b>	
<b>b</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).....	<b>14b</b>	
<b>c</b> 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).....	<b>14c</b>	

**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:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

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

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</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.....	<b>16b</b>	

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

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

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment .....

**19** If the total number of participants is 1,000 or more, complete lines (a) and (b):

**a** Enter the percentage of plan assets held as:  
 Public Equity: \_\_\_\_\_% Private Equity: \_\_\_\_\_% Investment-Grade Debt and Interest Rate Hedging Assets: \_\_\_\_\_%  
 High-Yield Debt: \_\_\_\_\_% Real Assets: \_\_\_\_\_% Cash or Cash Equivalents: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:  
 0-5 years  5-10 years  10-15 years  15 years or more

**20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

**a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero?  Yes  No

**b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:  
 Yes.  
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.  
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.  
 No. Other. Provide explanation.....

**Part VII IRS Compliance Questions**

**21a** Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?  Yes  No

**21b** If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).  
 Design-based safe harbor method  
 "Prior year" ADP test  
 "Current year" ADP test  
 N/A

**22** If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q703181A.

**O'KEEFE'S INC.  
401(K) PLAN AND TRUST**

**Financial Statements**

**December 31, 2024 and 2023**

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

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**December 31, 2024 and 2023**

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## **Independent Auditors' Report**

To the Plan Administrator of the  
O'Keeffe's Inc. 401(k) Plan and Trust

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

We have performed audits of the accompanying financial statements of O'Keeffe's Inc. 401(k) Plan and Trust, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of O'Keeffe's Inc. 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from Empower Trust Company LLC as of December 31, 2024, and 2023, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

### **Opinion**

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

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 O'Keeffe's Inc. 401(k) Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

### **Responsibilities of Management for the Financial Statements**

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about O'Keeffe's Inc. 401(k) 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**

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 O’Keeffe’s Inc. 401(k) 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 O’Keeffe’s Inc. 401(k) Plan’s ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certifications, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

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

## **Other Matter - Supplemental Schedules Required by ERISA**

The supplemental Schedule of Assets (Held at End of Year) and Schedule of Delinquent Participant Contributions as of December 31, 2024 is presented for purposes of additional analysis and are 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 included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion—

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

*Gilmore & Associates LLP*

San Mateo, California  
October 10, 2025

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

**Statements of Net Assets Available for Benefits**

**As of December 31, 2024 and 2023**

	<u>2024</u>	<u>2023</u>
<b>Assets</b>		
Investments at fair value	\$ 15,645,601	\$ 13,234,099
Investment at contract value	1,596,978	1,734,024
Receivables:		
Employee contribution receivable	-	449
Employer contribution receivable	327,339	295,493
Notes receivable from participants	540,113	415,758
	<u>867,452</u>	<u>711,700</u>
<b>Total assets</b>	18,110,031	15,679,823
<b>Liabilities</b>		
	<u>833</u>	<u>-</u>
<b>Net Assets Available for Benefits</b>	<u>\$ 18,109,198</u>	<u>\$ 15,679,823</u>

See notes to financial statements.

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

**Statements of Changes in Net Assets Available for Benefits**

**Years ended December 31, 2024 and 2023**

	<b>2024</b>	<b>2023</b>
<b>Additions to Net Assets Attributed to:</b>		
Investment income:		
Net appreciation in fair value		
of investments	\$ 1,952,495	\$ 1,983,507
Interest and dividends	58,702	60,105
Credited interest on guaranteed investment contract	34,275	28,774
	2,045,472	2,072,386
 Interest income on notes receivable from participants	 33,844	 25,728
 Contributions:		
Participant deferrals	1,286,580	1,227,256
Rollovers	3,674	-
Employer	623,526	611,231
	1,913,780	1,838,487
 Total additions	 3,993,096	 3,936,601
 <b>Deductions from Net Assets Attributed to:</b>		
Benefits paid to participants	1,436,748	1,361,490
Deemed distributions	-	40,644
Administrative expenses	126,973	110,857
	1,563,721	1,512,991
 Net increase	 2,429,375	 2,423,610
 Net assets available for benefits, beginning of year	 15,679,823	 13,256,213
 Net assets available for benefits, end of year	 \$ <u>18,109,198</u>	 \$ <u>15,679,823</u>

See notes to financial statements.

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 1 – Description of Plan**

The following description of the O'Keeffe's Inc. 401(k) Plan and Trust (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General – The Plan is a deferred profit-sharing plan intended to qualify under Section 401(a) and related provisions of the Internal Revenue Code. The Plan was originally effective January 1, 2007.

The Plan was first amended and restated on January 1, 2014, when the Plan became subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was also amended on January 1, 2019, to remove the minimum age and service requirement for participant deferrals, and to add auto-enrollment provision whereby all new participants and current participants who have not entered into a salary deferral election are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 4% of eligible compensation and their contributions invested in a designated fund until changed by the participants.

Effective January 1, 2020, the Plan was amended to add minimum age requirement of age 21, to be eligible for a safe harbor employer matching contribution and increase the minimum participant loan amount to \$10,000. Subsequently, effective in 2024, the Plan's loan policy was updated to reduce the minimum participant loan amount to \$3,000.

Effective January 1, 2022, the Plan was restated to exclude bonuses and overtime payments from the definition of eligible Plan compensation.

On December 20, 2022, the Plan was amended effective January 1, 2020, to comply with the Setting Every Community Up for Retirement Enhancement (SECURE) Act of 2019 and to formally adopt coronavirus-related distributions, loan assistance and other provisions as permitted under the Coronavirus, Aid, Relief and Economic Security (CARES) Act and defined in the CARES/SECURE Acts Interim Amendment.

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 1 – Description of Plan (continued)**

The SECURE 2.0 Act of 2022, enacted on December 29, 2022, introduced several significant changes applicable to defined contribution retirement plans. The Plan has not yet been amended to incorporate SECURE 2.0 provisions; however, applicable provisions were or will be implemented operationally in accordance with IRS guidance. The amendment language is currently being prepared and will be adopted in accordance with applicable law. The final deadline for adopting SECURE 2.0 amendments is December 31, 2026.

Effective, January 1, 2023, the Plan was restated to exclude the Group Term Life Insurance payments from the definition of eligible Plan compensation.

The Plan is designed to provide participants with a means to defer a portion of their compensation for retirement and to provide benefits in the event of disability, death, termination, or financial hardship. The Plan covers all employees of O'Keeffe's Inc. (the Company).

Contributions –The Company may, in its sole discretion, make a non-elective contribution to the Plan. To receive a Plan contribution, a participant must be employed on the last day of the Plan year. All eligible employees who terminate employment with the Company due to death, disability or attainment of normal retirement age will still be eligible to receive a non-elective contribution.

Eligible employees may elect to reduce their compensation and make contributions to the Plan on a pre-tax basis. Participants may contribute any percentage of their annual compensation, as defined in the Plan, up to the maximum limit permitted by the Internal Revenue Code. In addition, participants qualifying for age-based provisions may contribute additional catch-up deferrals.

Safe harbor contributions – If employees make an elective deferral, the Company is required to make a safe harbor contribution based on compensation. The safe harbor contributions for 2024 and 2023 were 100% of the first 4% of salary deferral.

Rollover contributions – Eligible employees are permitted to roll over qualified funds from other qualified plans.

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 1 – Description of Plan (continued)**

Participant accounts – Each participant's account is credited with the participant's contribution and allocations of (a) the Company's matching contribution and (b) Plan earnings (losses) and charged with an allocation of any administrative expenses paid by the plan. Allocation is based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from participant's vested account.

Vesting – Employer profit sharing contributions will vest based on years of vesting service (1,000 hours of service in a calendar year). Employer profit sharing contributions will be fully vested (100%) after six years of service. Upon attainment of normal retirement age while employed by the Company, disability or death, employer contributions are immediately 100% vested. Safe harbor and participants' qualified non-elective contributions, if any, are always 100% vested.

Forfeited accounts – At December 31, 2024 and 2023, the forfeited non-vested accounts totaled \$9,110 and \$6,947, respectively. Amounts held in the forfeiture account primarily relate to corrective contributions or overfunded matching allocations. These balances may be applied toward future plan expenses or to reduce employer matching contributions, in accordance with the Plan's operational practices. No forfeitures were used to reduce employer safe harbor matching contributions during 2024 and 2023.

At December 31, 2024 and 2023, the employer contribution receivable balance per Statement of Net Assets available for benefits was recorded net of forfeiture balance.

Investments – Investments are directed by the individual participants. Investment elections may be changed at any time.

Notes receivable from participants – Effective June 26, 2024, participants may borrow from their fund accounts a minimum of \$3,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balances. The loans are secured by the balance in the participant's account. The interest rate on loans will be based on the prime rate of interest published by any Federal Reserve Bank as of the date of the loan, plus one percent. The maximum repayment period is five years, unless the loan is used to acquire a principal residence, in which case the repayment period may be extended up to thirty years. As of December 31, 2024 and 2023, the interest rate was 8.50% and 9.50%, respectively. Principal and interest are repaid ratably through payroll deductions.

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 1 – Description of Plan (continued)**

Payment of benefits – Upon attaining the age of 59 ½, disability or on termination of service, a participant is entitled to receive a complete distribution of their account in a single sum. If the participant is deceased their beneficiary is entitled to receive the vested account balance. In addition, hardship distributions are permitted if certain criteria are met. Refer to Plan document for additional details.

Reclassification - Certain amounts in the prior year's financial statements have been reclassified to conform with the current year's presentation. These reclassifications had no effect on net assets available for benefits or the change in net assets available for benefits.

**Note 2 – Summary of Significant Accounting Policies**

Basis of accounting – The financial statements of the Plan are prepared under the accrual method of accounting.

Investment valuation and income recognition – The Plan's investments are stated at fair value (except for the fully benefit-responsive investment contract, which is reported at contract 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.

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

Notes receivable from participants – Notes receivable from participants are reported at their unpaid balances plus any accrued but unpaid interest, which approximates fair value. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2024 or 2023.

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 2 – Summary of Significant Accounting Policies (continued)**

A loan that is in default is treated as a taxable distribution from the Plan of the entire outstanding balance of the loan (“deemed distribution”) in accordance with the Loan Policy and Internal Revenue Code requirements. However, for financial reporting purposes:

- Deemed distributions to *active participants* are not removed from plan assets and continue to be reported as notes receivable from participants until a distributable event occurs.
- Deemed distributions to *terminated participants* are considered a plan distribution and are removed from plan assets when the distributable event is recognized.

As of December 31, 2024, notes receivable from participants included \$58,815 of loans in default to active participants and is included in the plan assets. Loans in default to terminated participants totaling \$12,820 and \$40,644 were removed from plan assets and reported as distributions during the year ended December 31, 2024 and 2023, respectively.

Payment of benefits – Benefits are recorded when paid to participants.

Administrative expenses – All expenses of maintaining the Plan are paid by the Company, but if not paid by the Company shall be paid by the plan and allocated to all participants’ account. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant’s account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Use of estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Subsequent events – Subsequent events were evaluated through October 10, 2025, the date the financial statements were available to be issued. Refer to Note 13.

Other – Plan assets of \$497,541 and \$25,577 are allocated to participants who, as of December 31, 2024 and 2023, respectively, are no longer employed by the Plan sponsor.

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 3 – Certified Investments**

The following information included in the accompanying financial statements and supplemental schedules was obtained from investment information prepared and certified as complete and accurate by Empower Trust Company, LLC, in a certification dated February 18, 2025:

	<u>2024</u>	<u>2023</u>
Investments, at fair value:		
Separate investment accounts	\$ 14,398,082	\$ 11,877,511
Mutual funds	1,247,519	1,356,588
Investment at contract value	1,596,978	1,734,024
Notes receivable from participants	540,113	415,758
Net appreciation in fair value of investments	1,952,495	2,043,612
Credited interest on guaranteed investment contract	34,275	28,774
Interest income on notes receivable from participant	33,844	25,728

**Note 4 – Fair Value Measurements**

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 FASB ASC 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;

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 4 – Fair Value Measurements (continued)**

- 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 all of 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 maximize the use of relevant 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.

Separate investment accounts (SIA) have been measured on a recurring basis based on the net asset value (NAV) per share of the underlying mutual funds at the close of each business day as reported by each fund, adjusted for dividends and separate account fees.

The following table sets forth by level, within the fair market value hierarchy, the Plan's investments at fair value as of December 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>
Separate investment accounts	\$ -	\$ 14,398,082	\$ -	\$ 14,398,082
Mutual Funds	1,247,519			1,247,519
	<u>\$ 1,247,519</u>	<u>\$ 14,398,082</u>	<u>\$ -</u>	<u>\$ 15,645,601</u>

**O'KEEFE'S INC.  
401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 4 – Fair Value Measurements (continued)**

Investments at fair value as of December 31, 2023

	Level 1	Level 2	Level 3	Total
Separate investment accounts	\$ -	\$ 11,877,511	\$ -	\$ 11,877,511
Mutual Funds	1,356,588			1,356,588
	\$ 1,356,588	\$ 11,877,511	\$ -	\$ 13,234,099

The following table summarizes investments at fair market value based on NAV per share as of December 31, 2024 and 2023:

	Fair Value 2024	Fair Value 2023	Unfunded Commitments	Redemption Frequency	Notice Period
Separate investment accounts	\$ 14,398,082	\$ 11,877,511	n/a	Daily	1 day

Gains and losses included in changes in net assets available for benefits for the years ended December 31, 2024 and 2023 are reported in net appreciation (depreciation) in fair value of investments.

The Plan's policy is to recognize transfers between Levels 1 and 2 and into and out of Level 3 as of the date of the event or change in circumstances that caused the transfer. For the years ended December 31, 2024 and 2023, there were no significant transfers between Levels 1 and 2 and no transfers into or out of Level 3.

**Note 5 – Guaranteed Investment Contract**

The Plan includes an investment in a benefit-responsive guaranteed investment contract through a group annuity contract issued by Massachusetts Mutual Retirement Services (MMRS) totaling \$1,596,978 for 2024 and \$1,734,025 for 2023. MMRS maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 5 – Guaranteed Investment Contract (continued)**

The crediting rate is based on a formula established by the contract issuer and is reviewed on a quarterly basis for resetting. Interest crediting rates as of December 31, 2024 and 2023 were 1.95% and 1.45%, respectively.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

This contract meets the fully benefit-responsive investment contract criteria and therefore is reported at contract value. Contract value is the relevant measurement attribute for fully benefit-responsive investment contracts because this is the amount received by participants if they were to initiate permitted transactions under the terms of the Plan. Contract value, as reported to the Plan by Massachusetts Mutual Life Insurance Company, represents contributions plus credited interest less participant withdrawals and fees. Participants may ordinarily direct permitted withdrawal or transfer transactions of all or a portion of their investment at contract value.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events might limit the ability of the Plan to transact at contract value with the issuer. Such events include (1) removal of a group of participants from plan coverage as a result of temporary absence; (2) change in position or other occurrence qualifying as a temporary break in service under the plan; (3) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer; or (4) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the plan sponsor's business. Such events also include: (1) removal from the plan of one or more groups or classifications of participants; (2) partial or complete plan termination; or (3) plan disqualification.

No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the plan to transact at contract value with the participants.

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 5 – Guaranteed Investment Contract (continued)**

In addition, certain events allow the issuer to terminate the contract with the Plan and settle using an amount different from contract value. Such events include (1) an uncured violation of the Plan's investment guidelines, (2) a breach of material obligation under the contract, (3) a material misrepresentation, or (4) a material amendment to the agreement without the consent of the issuer.

**Note 6 – Income Tax Status**

The IRS has determined and informed the Company by a letter dated June 30, 2020, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code, and therefore, believed that the Plan is qualified and the related trust is tax-exempt.

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

**Note 7 – Commitments and Contingencies**

The Plan's financial statements and Form 5500 are subject to inspection and audit by the Department of Labor. The potential exists for the assessment of penalties or the disallowance of the Plan's tax exemption. The ultimate liability, if any, which might result from such an audit cannot be reasonably estimated, and, accordingly, the Plan has no provision for possible penalties on its financial statements.

**O'KEEFFE'S INC.  
401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 8 – Plan Amendment and Termination**

The Company may amend, terminate or merge the Plan at any time. However, no such action may permit any part of Plan assets to be used for any purpose other than the exclusive benefit of participants and beneficiaries or cause any reduction in the amount credited to the participant account. In the event of Plan termination, all amounts credited to participant accounts would become 100% vested.

The Company has not expressed any intent to terminate the Plan.

**Note 9 – Reconciliation to Form 5500**

On the Form 5500, the plan administrator presents delinquent participant loans that have been deemed distributed during the plan year as an expense, if as of the end of the plan year the participant is not continuing to make repayments under the loan. In accordance with U.S. GAAP the plan continues to report the delinquent loans for active participants as participant loans since no distributable event occurred. The following is a reconciliation of net assets available for benefits per financial statements at December 31, 2024, to Schedule H of Form 5500:

	<u>2024</u>	<u>2023</u>
Notes receivable from participants per financial statements	\$ 540,113	\$ 415,758
Deemed distributions - active participants	<u>(58,815)</u>	<u>-</u>
Notes receivable from participants per Schedule H to the Form 5500	<u>\$ 481,298</u>	<u>\$ 415,758</u>
	<u>2024</u>	<u>2023</u>
Net assets available for benefits per financial statements	\$ 18,109,198	\$ 15,679,823
Deemed distributions - active participants	<u>(58,815)</u>	<u>-</u>
Net assets available for benefits per Schedule H to the Form 5500	<u>\$ 18,050,383</u>	<u>\$ 15,679,823</u>

**O'KEEFFE'S INC.**  
**401(k) PLAN AND TRUST**

**Notes to Financial Statements**

**December 31, 2024 and 2023**

**Note 10 – Related Party Transactions**

The Plan invests in various funds managed and overseen by Empower. Transactions in investments managed by the trustees, and therefore qualify as party-in-interest transactions which are exempt from the prohibited transaction rules. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. Fees paid by the Plan for the administrative expenses were \$126,973 and \$110,857 for the years ended December 31, 2024 and 2023, and qualify as exempt party-in-interest transactions. Additionally, all notes receivable from participants qualify as party-in-interest transactions under the provision of ERISA.

**Note 11 – Risks and Uncertainties**

Investment securities are exposed to various risks such as interest rate, market, and credit risks. Market risks include global events which could impact the value of investment securities. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

**Note 12 – Late Contributions**

During the year ended December 31, 2024, participant contributions totaling \$101,721 and participant loan repayments totaling \$12,643 were deposited the trust later than reasonably possible. The Company corrected the late contributions outside the DOL Voluntary Fiduciary Correction Program (“VFCP”). Lost earnings on the delinquent contributions and loans amounted to \$876 were calculated and remitted to the Plan on July 17, 2025. Delinquent participant contributions and delinquent participant loan repayments are reported on Form 5500, Schedule H, Part IV, Line 4a (see Supplement Schedule of Delinquent Participant Contributions.)

**Note 13 – Subsequent Events**

Effective May 1, 2025, the Plan was amended to permit participants to make Roth salary deferrals on an after-tax basis and to allow in-plan Roth conversions of vested non-Roth balances, including employer and matching contributions.

## **Supplementary Information**

**O'KEEFE'S INC.  
401(k) PLAN AND TRUST**

**Plan Number 003  
EIN 94-1061347  
Schedule H line 4(i)**

**Schedule of Assets (Held at End of Year)**

**December 31, 2024**

(a) Parties-in- Interest	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Guaranteed Investment Account:			
*	MassMutual	Guaranteed Interest Account		\$ 1,596,978
	Separate Investment Accounts:			
*		iShares S&P 500 Index K		3,535,063
*		T. Rowe Price Retirement 2050 SA		1,674,038
*		T. Rowe Price Retirement 2045 SA		1,672,978
*		T. Rowe Price Retirement 2035 SA		1,537,855
*		T. Rowe Price Retirement 2020 SA		1,102,200
*		T. Rowe Price Retirement 2055 SA		877,127
*		T. Rowe Price Retirement 2030 SA		862,882
*		Vanguard Mid Cap Index Admiral		668,257
*		T. Rowe Price Retirement 2040 SA		508,654
*		T. Rowe Price Retirement 2025 SA		401,944
*		T. Rowe Price Retirement 2060 SA		260,922
*		Vanguard Small Cap Index Adm		259,074
*		MassMutual Blue Chip Growth I		194,492
*		JPMorgan US Government MMkt Instl		192,131
*		Vanguard Real Estate Index Admiral		176,298
*		T. Rowe Price Retirement 2015 SA M		134,942
*		PIMCO High Yield Instl		101,903
*		MassMutual Small Company Val I		81,119
*		Federated Hermes Kaufmann Small Cap R6		76,578
*		Invesco Balanced-Risk Commodity Strat R6		63,787
*		MassMutual Balanced I		14,316
*		T. Rowe Price Retirement 2005 SA M		1,342
*		T. Rowe Price Retirement Balanced SA		180
				<u>14,398,082</u>
	Mutual Funds:			
		American Funds Capital World G/I R6		651,825
		Invesco Gold & Special Minerals R6		425,476
		Invesco Global Opportunities R6		81,833
		Invesco International Bond R6		44,839
		MFS Utilities R6		31,152
		PIMCO Diversified Inc Instl		12,394
				<u>1,247,519</u>
*	Participant Loans	4.25 - 9.50%		<u>540,113</u>
				<u>\$ 17,782,692</u>

\* - party-in-interest

Column (d) is blank, as investments are participant directed.

SIA - separate investment account

**O'KEEFFE'S INC.  
401(K) PLAN AND TRUST**

**Plan Number 003  
EIN 94-1061347  
Schedule H line 4(a)**

**Schedule of Delinquent Participant Contributions**

**December 31, 2024**

Plan Year	Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51 *
	Check here if Late Participant Loan Repayments are included [X]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
12/31/2024	\$ <u>114,364</u>	\$ <u>-</u>	\$ <u>114,364</u>	\$ <u>-</u>	\$ <u>-</u>

Form 5500

Department of the Treasury  
Internal Revenue Service

Department of Labor  
Employee Benefits Security  
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110  
1210-0089

2024

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan: O'Keefes, Inc. 401(k) Plan & Trust
1b Three-digit plan number (PN): 003
1c Effective date of plan: 01/01/2007
2a Plan sponsor's name (employer, if for a single-employer plan): O'Keefe's, Inc.
2b Employer Identification Number (EIN): 94-1061347
2c Plan Sponsor's telephone number: 415-824-4900
2d Business code (see instructions): 327210

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, Date, and Name. Contains signatures and dates for plan administrator, employer/plan sponsor, and DFE.

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

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor		<b>3b</b> Administrator's EIN	
		<b>3c</b> Administrator's telephone number	
<b>4</b> 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:		<b>4b</b> EIN	
<b>a</b> Sponsor's name			
<b>c</b> Plan Name		<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year		<b>5</b>	309
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).			
<b>a(1)</b> Total number of active participants at the beginning of the plan year .....		<b>6a(1)</b>	250
<b>a(2)</b> Total number of active participants at the end of the plan year .....		<b>6a(2)</b>	255
<b>b</b> Retired or separated participants receiving benefits .....		<b>6b</b>	23
<b>c</b> Other retired or separated participants entitled to future benefits .....		<b>6c</b>	43
<b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....		<b>6d</b>	321
<b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....		<b>6e</b>	0
<b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....		<b>6f</b>	321
<b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) .....		<b>6g(1)</b>	268
<b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....		<b>6g(2)</b>	272
<b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested .....		<b>6h</b>	0
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....		<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
 2E 2F 2G 2J 2K 2S 2T 3D

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

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

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

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

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

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**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.

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

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**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 \_\_\_\_\_

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**O'KEEFFE'S INC.  
401(K) PLAN AND TRUST**

**Plan Number 003  
EIN 94-1061347  
Schedule H line 4(a)**

**Schedule of Delinquent Participant Contributions**

**December 31, 2024**

Plan Year	Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51 *
	Check here if Late Participant Loan Repayments are included [X]	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
12/31/2024	\$ 114,364	\$ -	\$ 114,364		\$ -

**O'KEEFE'S INC.  
401(k) PLAN AND TRUST**

**Plan Number 003  
EIN 94-1061347  
Schedule H line 4(i)**

**Schedule of Assets (Held at End of Year)**

**December 31, 2024**

(a) Parties-in- Interest	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Guaranteed Investment Account:			
*	MassMutual	Guaranteed Interest Account		\$ 1,596,978
	Separate Investment Accounts:			
*		iShares S&P 500 Index K		3,535,063
*		T. Rowe Price Retirement 2050 SA		1,674,038
*		T. Rowe Price Retirement 2045 SA		1,672,978
*		T. Rowe Price Retirement 2035 SA		1,537,855
*		T. Rowe Price Retirement 2020 SA		1,102,200
*		T. Rowe Price Retirement 2055 SA		877,127
*		T. Rowe Price Retirement 2030 SA		862,882
*		Vanguard Mid Cap Index Admiral		668,257
*		T. Rowe Price Retirement 2040 SA		508,654
*		T. Rowe Price Retirement 2025 SA		401,944
*		T. Rowe Price Retirement 2060 SA		260,922
*		Vanguard Small Cap Index Adm		259,074
*		MassMutual Blue Chip Growth I		194,492
*		JPMorgan US Government MMkt Instl		192,131
*		Vanguard Real Estate Index Admiral		176,298
*		T. Rowe Price Retirement 2015 SA M		134,942
*		PIMCO High Yield Instl		101,903
*		MassMutual Small Company Val I		81,119
*		Federated Hermes Kaufmann Small Cap R6		76,578
*		Invesco Balanced-Risk Commodity Strat R6		63,787
*		MassMutual Balanced I		14,316
*		T. Rowe Price Retirement 2005 SA M		1,342
*		T. Rowe Price Retirement Balanced SA		180
				<u>14,398,082</u>
	Mutual Funds:			
		American Funds Capital World G/I R6		651,825
		Invesco Gold & Special Minerals R6		425,476
		Invesco Global Opportunities R6		81,833
		Invesco International Bond R6		44,839
		MFS Utilities R6		31,152
		PIMCO Diversified Inc Instl		12,394
				<u>1,247,519</u>
*	Participant Loans	4.25 - 9.50%		<u>540,113</u>
				<u>\$ 17,782,692</u>

\* - party-in-interest

Column (d) is blank, as investments are participant directed.

SIA - separate investment account