

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 02/01/2024 and ending 01/31/2025

- 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: WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC. EMPLOYEE STOCK OWNERSHIP PLAN
1b Three-digit plan number (PN): 002
1c Effective date of plan: 02/01/2012
2a Plan sponsor's name (employer, if for a single-employer plan): WAREHOUSE HOME FURNISHINGS DISTRIBUTORS INC
2b Employer Identification Number (EIN): 58-1142126
2c Plan Sponsor's telephone number: 478-275-3150
2d Business code (see instructions): 442110

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

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

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

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

Form 5500 (2024) v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	3231
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1)	1745
	6a(2)	1415
	6b	472
	6c	1074
	6d	2961
	6e	47
	6f	3008
	6g(1)	2802
	6g(2)	2926
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input 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)

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

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

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

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

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

Receipt Confirmation Code _____

<p>SCHEDULE A (Form 5500)</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p>2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2024 or fiscal plan year beginning **02/01/2024** and ending **01/31/2025**

<p>A Name of plan WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC. EMPLOYEE STOCK OWNERSHIP PLAN</p>	<p>B Three-digit plan number (PN) ▶ 002</p>	
<p>C Plan sponsor's name as shown on line 2a of Form 5500 WAREHOUSE HOME FURNISHINGS DISTRIBUTORS INC</p>	<p>D Employer Identification Number (EIN) 58-1142126</p>	

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
GREAT-WEST LIFE & ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
84-0467907	68322	501970-01	36	02/01/2024	01/31/2025

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

TRIAD ADVISORS **408 FULWOOD BLVD**
TIFTON, GA 31794

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
		ADVISOR	3

(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
	(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
	(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
	(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
	(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
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information
 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.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b Premiums paid to carrier **6b**

c Premiums due but unpaid at the end of the year **6c**

d 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. **6d**
 Specify nature of costs ▶

e Type of contract: (1) individual policies (2) group deferred annuity
 (3) other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) deposit administration (2) immediate participation guarantee
 (3) guaranteed investment (4) other ▶

b Balance at the end of the previous year			7b	
c Additions: (1) Contributions deposited during the year	7c(1)			
	7c(2)			
	7c(3)			
	7c(4)			
	7c(5)			
	(6) Total additions			
d Total of balance and additions (add lines 7b and 7c(6))			7d	
e Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
	(2) Administration charge made by carrier.....	7e(2)		
	(3) Transferred to separate account	7e(3)		
	(4) Other (specify below)	7e(4)		
	(5) Total deductions			
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....			7f	

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:

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

10 Nonexperience-rated contracts:

a	Total premiums or subscription charges paid to carrier	10a	
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.	10b	

Specify nature of costs.

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. ▶

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **02/01/2024** and ending **01/31/2025**

A Name of plan WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 WAREHOUSE HOME FURNISHINGS DISTRIBUTORS INC	D Employer Identification Number (EIN) 58-1142126	

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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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)

GREAT WEST LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

84-0467907

(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	4781	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)

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 02/01/2024 and ending 01/31/2025	
A Name of plan WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC. EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 WAREHOUSE HOME FURNISHINGS DISTRIBUTORS INC	D Employer Identification Number (EIN) 58-1142126

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	578977	
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	2496	29089
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	305727	283330
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	720999	774080
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)	662993492	680035020
(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	664601691	681121519
Liabilities			
g Benefit claims payable.....	1g	610100	0
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i	96852848	116365927
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	97462948	116365927
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	567138743	564755592

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers.....	2a(1)(A)	9183005	
(B) Participants.....	2a(1)(B)		
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		9183005
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	109647	
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		109647
(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)		
(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)	17041528	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		26334180

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	24762967	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other.....	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		24762967
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		3949078
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses.....	2i(11)	5286	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		5286
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		28717331

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-2383151
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) Unmodified (2) Qualified (3) Disclaimer (4) Adverse

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) DOL Regulation 2520.103-8 (2) DOL Regulation 2520.103-12(d) (3) neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **NICHOLS, CAULEY & ASSOCIATES, LLC**

(2) EIN: **58-2475857**

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

SCHEDULE R (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 02/01/2024 and ending 01/31/2025

A Name of plan <u>WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WAREHOUSE HOME FURNISHINGS DISTRIBUTORS INC</u>	D Employer Identification Number (EIN) <u>58-1142126</u>	

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	24720414
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): <u>84-0467907</u> <u>33-6134835</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> N/A

Part III	Amendments
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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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: Hourly Weekly Unit of production Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14b	
c The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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

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

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

**WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

FINANCIAL STATEMENTS

JANUARY 31, 2025 and 2024

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
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JANUARY 31, 2025 AND 2024

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*Schedule H, Line 4i - Schedule of Assets Held at End of Year	19

*Refers to schedule and line item in Form 5500

Other schedules required under the Employee Retirement Income Security Act of 1974 are omitted because of the absence of the conditions under which they are required.



INDEPENDENT AUDITOR'S REPORT

The Plan Administrator and Participants
Warehouse Home Furnishings Distributors, Inc.
Employee Stock Ownership Plan
Dublin, Georgia

Opinion

We have audited the financial statements of Warehouse Home Furnishings Distributors, Inc. Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of January 31, 2025 and 2024, and the related statements of changes in net assets available for benefits for the years ended January 31, 2025 and 2024, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of Warehouse Home Furnishings Distributors, Inc. Employee Stock Ownership Plan as of January 31, 2025 and 2024, and the changes in net assets available for benefits for the years ended January 31, 2025 and 2024 in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

The Plan Administrator and Participants
Warehouse Home Furnishings Distributors, Inc.
Employee Stock Ownership Plan

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with GAAS, we:

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

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets Held at End of Year as of January 31, 2025 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain

The Plan Administrator and Participants
Warehouse Home Furnishings Distributors, Inc.
Employee Stock Ownership Plan

additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its 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 information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Nichols, Cauley + Associates, LLC

Dublin, Georgia
November 14, 2025

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 31, 2025

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<u>Assets</u>			
Cash	\$ 283,330	\$ -	\$ 283,330
Investments at fair value			
Mutual funds	774,080	-	774,080
Investment in Sponsor Company common stock	399,342,253	280,692,767	680,035,020
Total investments	<u>400,116,333</u>	<u>280,692,767</u>	<u>680,809,100</u>
Receivables			
Other	29,089	-	29,089
Total receivables	<u>29,089</u>	<u>-</u>	<u>29,089</u>
Total assets	<u>400,428,752</u>	<u>280,692,767</u>	<u>681,121,519</u>
<u>Liabilities</u>			
Notes payable	-	116,365,927	116,365,927
Total liabilities	<u>-</u>	<u>116,365,927</u>	<u>116,365,927</u>
Net assets available for benefits	<u>\$ 400,428,752</u>	<u>\$ 164,326,840</u>	<u>\$ 564,755,592</u>

See accompanying independent auditor's report and notes to the financial statements.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
JANUARY 31, 2024

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
<u>Assets</u>			
Cash	\$ 305,727	\$ -	\$ 305,727
Investments at fair value			
Mutual funds	720,999	-	720,999
Investment in Sponsor Company common stock	385,361,775	277,631,717	662,993,492
Total investments	<u>386,082,774</u>	<u>277,631,717</u>	<u>663,714,491</u>
Receivables			
Other	2,496	-	2,496
Employer contributions	578,977	-	578,977
Total receivables	<u>581,473</u>	<u>-</u>	<u>581,473</u>
Total assets	<u>386,969,974</u>	<u>277,631,717</u>	<u>664,601,691</u>
<u>Liabilities</u>			
Distribution payable	610,100	-	610,100
Notes payable	-	96,852,848	96,852,848
Total liabilities	<u>610,100</u>	<u>96,852,848</u>	<u>97,462,948</u>
Net assets available for benefits	<u>\$ 386,359,874</u>	<u>\$ 180,778,869</u>	<u>\$ 567,138,743</u>

See accompanying independent auditor's report and notes to the financial statements.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED JANUARY 31, 2025

	Allocated	Unallocated	Total
Additions			
Investment income			
Interest and dividends	\$ 27,238	\$ -	\$ 27,238
Net appreciation in the fair value of investments	9,370,821	7,753,116	17,123,937
Total investment income	<u>9,398,059</u>	<u>7,753,116</u>	<u>17,151,175</u>
Contributions			
Employer	747,005	8,436,000	9,183,005
Allocation of 19,602 shares of Sponsor Company common stock (at fair value)	28,692,067	-	28,692,067
Total additions	<u>38,837,131</u>	<u>16,189,116</u>	<u>55,026,247</u>
Deductions			
Allocation of 19,602 shares of Sponsor Company common stock (at fair value)	-	28,692,067	28,692,067
Interest expense	-	3,949,078	3,949,078
Benefits paid to participants	24,762,967	-	24,762,967
Administrative expenses	5,286	-	5,286
Total deductions	<u>24,768,253</u>	<u>32,641,145</u>	<u>57,409,398</u>
Net increase (decrease)	14,068,878	(16,452,029)	(2,383,151)
Net assets available for benefits, at beginning of year	<u>386,359,874</u>	<u>180,778,869</u>	<u>567,138,743</u>
Net assets available for benefits, at end of year	<u>\$ 400,428,752</u>	<u>\$ 164,326,840</u>	<u>\$ 564,755,592</u>

See accompanying independent auditor's report and notes to the financial statements.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED JANUARY 31, 2024

	<u>Allocated</u>	<u>Unallocated</u>	<u>Total</u>
Additions			
Investment income			
Interest and dividends	\$ 44,171	\$ -	\$ 44,171
Net depreciation in the fair value of investments	(13,187,778)	(11,305,163)	(24,492,941)
Total investment loss	(13,143,607)	(11,305,163)	(24,448,770)
Contributions			
Employer	2,008,367	7,008,092	9,016,459
Allocation of 19,559 shares of Sponsor Company common stock (at fair value)	27,911,724	-	27,911,724
Total additions	<u>16,776,484</u>	<u>(4,297,071)</u>	<u>12,479,413</u>
Deductions			
Allocation of 19,559 shares of Sponsor Company common stock (at fair value)	-	27,911,724	27,911,724
Interest expense	-	2,768,184	2,768,184
Benefits paid to participants	28,198,966	-	28,198,966
Administrative expenses	4,997	-	4,997
Total deductions	<u>28,203,963</u>	<u>30,679,908</u>	<u>58,883,871</u>
Net decrease	(11,427,479)	(34,976,979)	(46,404,458)
Net assets available for benefits, at beginning of year	<u>397,787,353</u>	<u>215,755,848</u>	<u>613,543,201</u>
Net assets available for benefits, at end of year	<u>\$ 386,359,874</u>	<u>\$ 180,778,869</u>	<u>\$ 567,138,743</u>

See accompanying independent auditor's report and notes to the financial statements.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 1 – PLAN DESCRIPTION AND BASIS OF PRESENTATION

The following brief description of the Warehouse Home Furnishings Distributors, Inc. Employee Stock Ownership Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan Agreement for complete information.

Warehouse Home Furnishings Distributors, Inc. (the Sponsor Company) established the Plan effective as of February 1, 2012 and designed the Plan to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the IRC) and the applicable provisions of the Employee Retirement Income Security Act of 1974 as amended (ERISA). The Plan is a stock bonus plan designed to qualify under Section 401(a) of the IRC and to invest primarily in qualifying employer securities, as defined. The Plan is a leveraged employee stock ownership plan (ESOP) that has been established to provide benefits for the eligible employees of the Sponsor Company by investing primarily in the common stock of the Sponsor Company. The employees of Glass Agency, LLC, a subsidiary of the Sponsor Company, are also covered under the Plan. The Plan is administered by the Benefits Committee (the Committee) comprised of three persons appointed by the Sponsor Company's Board of Directors. Certain members of the Sponsor Company's Board of Directors serve as Trustees of the Warehouse Home Furnishings Distributors, Inc. Employee Stock Ownership Trust (the Trust) established under the Plan.

The Plan originally purchased Sponsor Company common stock using the proceeds of notes payable from the Sponsor Company and seller financing (see Note 7). These original notes payable were refinanced during the year ended January 31, 2014. The Plan holds the common stock in the Trust. The borrowings are to be repaid over a 20 year period through fully deductible Sponsor Company contributions to the Trust. As the Plan makes each payment of principal and interest, an appropriate percentage of Sponsor Company common stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

If a participant's employment with the Sponsor Company ends for any reason other than permanent disability or death, he or she will vest in the balances in his or her account based on total years of service with the Sponsor Company as follows:

<u>Years of Service</u>	<u>Vesting Percentage</u>
Less than 1	0%
1 but less than 2	20%
2 but less than 3	40%
3 but less than 4	60%
4 but less than 5	80%
5 or more	100%

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 1 – PLAN DESCRIPTION AND BASIS OF PRESENTATION

The borrowings are collateralized by the unallocated shares of Sponsor Company common stock and are guaranteed by the Sponsor Company. The lenders have no rights against shares of Sponsor Company common stock once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of and for the years ended January 31, 2025 and 2024 present separately the assets and liabilities and changes therein pertaining to:

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

Eligibility

Employees of the Sponsor Company and its subsidiary are generally eligible to participate in the Plan after 1 year of service provided they worked at least 1,000 hours during such Plan year, have reached at least age 21, and are a covered employee, as defined. Participants who do not have at least 1,000 hours of service during such Plan year or are not employed on the last day of a Plan year are generally not eligible for an allocation of Sponsor Company contributions for such year. Beginning February 1, 2016, any employee hired on or after that date of a store that was opened on or after February 1, 2016 and that has not yet been certified by the ESOP Committee as a participating store as defined in the Plan, is not eligible to participate.

Sponsor Company Contributions

The Sponsor Company's Board of Directors determines each year the amount of the contribution, if any, to the Plan. The Sponsor Company is generally obligated to make contributions to the Plan which, when aggregated with the Plan's dividends and interest earnings, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on the Plan's notes payable. Employee contributions are not permitted.

Payment of Benefits

Generally a participant's interest in his or her individual vested and non-forfeitable account will be distributed or begin to be distributed no later than the 60th day after the end of the Plan year in which the latest of the following events occurs: (1) the participant reaches age 65, (2) the 5th anniversary of the date the participant's participation in the Plan commenced, or (3) the termination of the participant's employment. Generally, a participant's vested and non-forfeitable account, if in excess of \$5,000, will be paid in substantially equal payments over five years. Special rules apply for small accounts that have balances of \$5,000 or less, large accounts that have balances greater than \$1,070,000, and distributions due to death or disability. Distributions are made in cash or, if a participant elects, in the form of Sponsor Company common stock plus cash for any fractional shares.

Under the provisions of the Plan, the Sponsor Company is obligated to repurchase participant shares that have been distributed under the terms of the Plan as long as the shares are not publicly traded or if the shares are subject to trading limitations. During the years ended January 31, 2025 and 2024, the Sponsor Company repurchased approximately 17,323 and 18,944 shares, respectively at prices determined by an independent appraisal.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 1 – PLAN DESCRIPTION AND BASIS OF PRESENTATION

Voting Rights

The Trustees generally vote all shares of Sponsor Company common stock. However, in certain circumstances, as defined in the Plan, participants are entitled to direct the Trustees as to how to vote shares of Sponsor Company common stock allocated to the participants' accounts.

Plan Termination

The Sponsor Company reserves the right to amend or terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the Plan will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC. In the event of termination, Plan participants will become fully vested in their account balances regardless of their years of service. Upon termination of the Plan, the Trustees will pay all liabilities and expenses of the Plan and sell shares of financed common stock held in the loan suspense account to the extent they determine such sale to be necessary in order to repay the loan.

Participant Accounts

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

Vesting

If a participant's employment with the Sponsor Company ends for any reason other than retirement, permanent disability or death, he or she will vest in the balances in his or her account based on total years of service with the Sponsor Company.

Put Option

Under IRC tax regulations, the Sponsor Company common stock that is held by the Plan and its participants is not readily tradable on an established market, is subject to trading limitations, and includes a put option. The put option is a right to demand that the Sponsor Company buy any shares of its common stock distributed to participants for which there is no market. The put price is representative of the current fair market value of the common stock. The Sponsor Company can pay for the purchase either in a single sum or in equal annual installments, as determined by the Committee and uniformly applied including interest, as determined by the Trustees. The purpose of the put option is to ensure the participant has the ability to ultimately obtain cash.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 1 – PLAN DESCRIPTION AND BASIS OF PRESENTATION

Diversification

Diversification is offered to qualified participants close to retirement so that they may have the opportunity to move part of the value of their investment in Sponsor Company common stock into investments that are more diversified. Participants who are at least age 55 with at least 10 years of participation in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a 6-year period. In each of the first 5 years, a participant may diversify up to 25% of the total number of shares of common stock that have ever been allocated to the participant's account, less any shares previously diversified. In the sixth year, the percentage changes to 50%. Participants who elect to diversify may receive a cash distribution or may elect to rollover to another eligible retirement plan. The Plan's year ended January 31, 2023 was the first year that qualified participants were eligible to elect the diversification options.

Forfeitures

Plan forfeitures are allocated to each participant's account based upon the relation of the participant's compensation to total compensation, as defined, for the Plan year. Forfeitures of terminated nonvested account balances are generally added to Company contributions for the current year, but are first used to restore forfeitures to participant accounts who are subsequently reemployed prior to a one year break in service. Reallocated forfeitures were \$12,240 and \$11,021 in cash and 1,441 and 1,460 shares of Company stock at January 31, 2025 and 2024, respectively.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP").

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Allocations

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

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash includes cash held in an interest bearing account at a financial institution. The Plan had no cash equivalents at January 31, 2025 and 2024.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements. Dividend income is accrued on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses from security transactions are reported on the average cost method. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Operating Expenses

All expenses of maintaining the Plan shall be paid by the Trustees out of the principal or income of the Trust unless the Sponsor Company elects to pay any or all such expenses. Expenses that are paid by the Sponsor Company are excluded from these financial statements.

NOTE 3 – TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service (IRS) dated September 30, 2014, stating that the Plan is qualified under the IRC and, therefore the related Trust under the Plan is tax-exempt, under the appropriate sections of the IRC. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed, and being operated, in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified, and the related Trust was tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination. Plan management has analyzed the tax positions taken by the Plan, and has concluded that as of January 31, 2025 and 2024, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. There are currently no audits for any tax periods in progress.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 4 – ADMINISTRATION OF PLAN ASSETS

The Plan's assets, which consist principally of Sponsor Company common stock, are held in the Trust. As such, the Plan's investments are concentrated in Sponsor Company common stock.

Sponsor Company contributions are held and managed by the Trustees, which invest cash received, interest, and dividend income and make distributions to participants. The Trustees also administer the payment of interest and principal on the notes payable, which is reimbursed to the Trustees through contributions as determined by the Sponsor Company.

Certain administrative functions are performed by officers or employees of the Sponsor Company. No such officer or employee receives compensation from the Plan. Administrative expenses for the Trustees' fees are paid directly by the Sponsor Company.

NOTE 5 – INVESTMENTS

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

	2025		2024	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	272,831	191,769	270,047	194,553
Cost	\$ 74,581,462	\$ 111,018,839	\$ 69,047,112	\$ 92,553,189
Fair value	\$ 399,342,253	\$ 280,692,767	\$ 385,361,775	\$ 277,631,717

The Plan's investments at January 31, 2025 and 2024 include mutual funds to accommodate terminated employees who did not elect to receive a plan distribution upon their termination.

NOTE 6 – 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 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 6 – FAIR VALUE MEASUREMENTS

The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (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; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

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

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s fair value measurements at January 31, 2025 and 2024:

Asset at Fair Value as of January 31, 2025			
	Level 1	Level 3	Total
Mutual funds	\$ 774,080	\$ -	\$ 774,080
Investment in Sponsor Company common stock	-	680,035,020	680,035,020
Total investments	\$ 774,080	\$ 680,035,020	\$ 680,809,100
Asset at Fair Value as of January 31, 2024			
	Level 1	Level 3	Total
Mutual funds	\$ 720,999	\$ -	\$ 720,999
Investment in Sponsor Company common stock	-	662,993,492	662,993,492
Total investments	\$ 720,999	\$ 662,993,492	\$ 663,714,491

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 6 – FAIR VALUE MEASUREMENTS

Changes in Fair Value of Level 3 Assets

The following table sets forth a summary of transfers, purchases, and issuances of the Plan’s Level 3 assets for the years ended January 31, 2025 and 2024.

	Investment in Sponsor Company Common Stock	
	January 31, 2025	January 31, 2024
Purchases	\$ -	\$ -
Issuances	-	-
Transfers in	-	-
Transfers out	-	-

Following is a description of the valuation methodologies used for assets measured at fair value and held at year end. There have been no significant changes in the methodologies used at January 31, 2025 and 2024.

Mutual fund investments are valued at the closing price reported on the active market on which individual securities are traded at the end of the Plan year. Included in net appreciation (depreciation) in the fair value of investments for the years ended January 31, 2025 and 2024 are net appreciation (depreciation) in mutual funds of \$82,409 and \$37,939.

The fair value of the Sponsor Company common stock held by the Plan is based upon an independent appraisal. This appraisal was based upon a combination of the market and income valuation techniques. The appraiser took into account historical and forecasted financial information, financial position as of valuation date, trends in the external, competitive market place as of the valuation date, market comparables, condition and trends of the general economy and other appropriate factors.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 6 – FAIR VALUE MEASUREMENTS

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following sets forth several of the basic assumptions used in arriving at fair value of the Plan's investment in Sponsor Company common stock at January 31, 2025 and 2024 and the range of value for unobservable inputs.

<u>Valuation Technique</u>	<u>Unobservable Input</u>	<u>Rate Applied</u>	
		<u>2025</u>	<u>2024</u>
Income Approach -- Discounted Cash Flow	Weighted Average Cost of Capital	13.00%	13.75%
	Long-Term Revenue Growth Rate	3%	3%
	Discount for Lack of Marketability	5%	5%
	EBITDA Multiple	9.0x	6.6x
Market Approach -- Market Comparable Companies	EBIT Multiple	7.0x	7.0x
	Discount for Lack of of Marketability	5%	5%

NOTE 7 – NOTES PAYABLE

In July 2013, the Plan entered into a \$82,972,500 note payable with the Sponsor Company to fully satisfy the Plan's original note payable to the Sponsor Company and original notes payable to the Sponsor Company stock sellers (the sellers). The note payable has an interest rate of 2.8% and is collateralized by the unallocated shares of Sponsor Company common stock. The note payable is to be repaid over 9 additional annual principal payments of \$3,669,170 plus interest continuing on January 31, 2026. The outstanding balance at January 31, 2025 and 2024 was \$29,353,363 and \$33,022,534, respectively.

In December 2016, the Plan entered into a \$6,600,301 note payable with the Sponsor Company to repurchase approximately 13,111 shares of Sponsor Company stock. The note payable has an interest rate of 2.26% and is collateralized by the unallocated shares of Sponsor Company common stock. The note is to be repaid in 16 equal installments made annually, commencing January 31, 2018 with final payment by January 31, 2033. The outstanding balance at January 31, 2025 and 2024 was \$3,597,718 and \$4,003,873, respectively.

In December 2022, the Plan entered into a \$34,000,000 note payable with the Sponsor Company to repurchase approximately 25,041 shares of Sponsor Company stock. The note payable has an interest rate of 4.34% and is collateralized by the unallocated shares of Sponsor Company common stock. The note is to be repaid in 40 equal installments made annually, commencing January 31, 2024 with final payment by January 31, 2063. The outstanding balance at January 31, 2025 and 2024 was \$33,483,620 and \$33,826,441, respectively.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 7 – NOTES PAYABLE

In December 2023, the Plan entered into a \$26,000,000 note payable with the Sponsor Company to repurchase approximately 17,570 shares of Sponsor Company stock. The note payable has an interest rate of 5.03% and is collateralized by the unallocated shares of Sponsor Company common stock. The note is to be repaid in 40 equal installments made annually, commencing January 31, 2025 with final payment by January 31, 2064. The outstanding balance at January 31, 2025 and 2024 was \$25,931,226 and \$26,000,000, respectively.

In December 2024, the Plan entered into a \$24,000,000 note payable with the Sponsor Company to repurchase approximately 16,818 shares of Sponsor Company stock. The note payable has an interest rate of 4.53% and is collateralized by the unallocated shares of Sponsor Company common stock. The note is to be repaid in 40 equal installments made annually, commencing January 31, 2026 with final payment by January 31, 2065. The outstanding balance at January 31, 2025 and 2024 was \$24,000,000 and \$0, respectively.

The outstanding balance on notes payable were \$116,365,927 and \$96,852,848 at January 31, 2025 and 2024, respectively. Approximate maturities of notes payable at January 31, 2025 are as follows:

Year Ended January 31,	
2026	\$ 4,771,461
2027	4,943,470
2028	4,992,026
2029	5,032,364
2030	5,094,783
Thereafter	91,531,823
	<u>\$ 116,365,927</u>

NOTE 8 – RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan invests in Sponsor Company common stock and has indebtedness guaranteed by the Sponsor Company. These are related party and party-in-interest transactions. As described in Notes 1 and 4, the Plan has a number of service providers. Such parties are parties-in-interest under ERISA.

NOTE 9 – RISKS AND UNCERTAINTIES

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

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
NOTES TO THE FINANCIAL STATEMENTS
JANUARY 31, 2025 AND 2024

NOTE 10 – SUBSEQUENT EVENTS

The Plan assessed events that have occurred subsequent to January 31, 2025 through November 14, 2025 for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to or disclosure in the financial statement which were issued on November 14, 2025.

WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
SUPPLEMENTAL SCHEDULE – SCHEDULE H, LINE 4I
SCHEDULE OF ASSETS HELD AT END OF YEAR
JANUARY 31, 2025

Plan Sponsor - Warehouse Home Furnishings Distributors, Inc.
Plan Sponsor - EIN - 58-1142126
Plan Number - 002

(a)	(b)	(c)	(d)	(e)
Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value		Cost	Current Value
<u>Cash</u>				
Morris Bank		Demand Deposit Account	\$ 283,330	\$ <u>283,330</u>
<u>Mutual Funds</u>				
T Rowe Price 2015 R		Registered Investment Company	20,077	18,204
T Rowe Price 2020 R		Registered Investment Company	124,697	113,707
T Rowe Price 2025 R		Registered Investment Company	128,347	130,654
T Rowe Price 2030 R		Registered Investment Company	12,233	12,287
T Rowe Price 2035 R		Registered Investment Company	111,849	131,343
T Rowe Price 2040 R		Registered Investment Company	129,158	157,720
T Rowe Price 2045 R		Registered Investment Company	53,423	69,986
T Rowe Price 2050 R		Registered Investment Company	48,071	63,584
T Rowe Price 2055 R		Registered Investment Company	57,800	76,595
				<u>774,080</u>
<u>Investment in Sponsor Company Common Stock</u>				
* Warehouse Home Furnishings Distributors, Inc.		Common Stock	182,919,278	<u>680,035,020</u>
Total Assets Held for Investment at Year End				<u><u>\$ 681,092,430</u></u>

* Indicates party-in-interest to the Plan

See accompanying independent auditor's report.

TAX RELIEF HURRICANE HELENE

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 02/01/2024 and ending 01/31/2025

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

Part II Basic Plan Information - enter all requested information

1a Name of plan WAREHOUSE HOME FURNISHINGS DISTRIBUTORS, INC. EMPLOYEE STOCK OWNERSHIP PLAN	1b Three-digit plan number (PN) ▶ 002
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) WAREHOUSE HOME FURNISHINGS DISTRIBUTORS INC 1851 TELFAIR STREET DUBLIN GA 31021	1c Effective date of plan 02/01/2012
	2b Employer Identification Number (EIN) 58-1142126
	2c Plan Sponsor's telephone number 478.275.3150
	2d Business code (see instructions) 442110

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

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

SIGN HERE	<i>Mickey Hutcherson</i>	✓ 11/14/2025	MICKEY HUTCHESON
SIGN HERE	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2024)
v. 240311