

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.

Part I Annual Report Identification Information

For calendar plan year 2024 or fiscal plan year beginning 05/01/2024 and ending 04/30/2025

- A This return/report is for: a multiemployer plan, a multiple-employer plan, a single-employer plan, a DFE, etc.
B This return/report is: the first return/report, the final return/report, an amended return/report, a short plan year return/report, etc.
C If the plan is a collectively-bargained plan, check here.
D Check box if filing under: Form 5558, automatic extension, special extension, the DFVC program, etc.
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.

Part II Basic Plan Information—enter all requested information

1a Name of plan: BROOKSHIRE BROTHERS, INC. SHORT TERM DISABILITY INCOME PLAN
1b Three-digit plan number (PN): 505
1c Effective date of plan: 09/26/2006
2a Plan sponsor's name, mailing address, city, state, and ZIP: BROOKSHIRE BROTHERS, INC., PO BOX 1688, LUFKIN, TX 75902
2b Employer Identification Number (EIN): 75-2692839
2c Plan Sponsor's telephone number: 936-634-8155
2d Business code (see instructions): 445110

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

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

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

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

Form 5500 (2024) v. 240311

3a Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	3b Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	867
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)	867
	6a(2)	831
	6b	
	6c	
	6d	831
	6e	
	6f	831
	6g(1)	
6g(2)		
6h		
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:

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:
4F

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

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

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

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

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

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

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

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

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **05/01/2024** and ending **04/30/2025**

A Name of plan BROOKSHIRE BROTHERS, INC. SHORT TERM DISABILITY INCOME PLAN	B Three-digit plan number (PN) ▶	505
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839	

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)

LINCOLN NATIONAL LIFE INSURANCE CO

35-0472300

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 50	NONE	11694	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

GOFF & HERRINGTON, P.C.

PO BOX 153320
LUFKIN, TX 75915-3320

27-3625988

(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?
10 50	NONE	17000	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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.	<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 05/01/2024 and ending 04/30/2025	
A Name of plan BROOKSHIRE BROTHERS, INC. SHORT TERM DISABILITY INCOME PLAN	B Three-digit plan number (PN) ► 505
C Plan sponsor's name as shown on line 2a of Form 5500 BROOKSHIRE BROTHERS, INC.	D Employer Identification Number (EIN) 75-2692839

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)	
(2) Participant contributions	1b(2)	6442
(3) Other	1b(3)	1888
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	48098
(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)	0
(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)	444461
(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)		
(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	500889	473491
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities.....	1j	39121	41769
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	39121	41769
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	461768	431722

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)		
(B) Participants.....	2a(1)(B)	396633	
(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)		396633
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)		
(B) U.S. Government securities.....	2b(1)(B)		
(C) Corporate debt instruments.....	2b(1)(C)		
(D) Loans (other than to participants).....	2b(1)(D)		
(E) Participant loans.....	2b(1)(E)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	20840	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		20840
(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)	15965	
(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		433438

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	415207	
(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)		415207
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)	18078	
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)	17000	
(5) Investment advisory and investment management fees	2i(5)	4987	
(6) Bank or trust company trustee/custodial fees	2i(6)	8212	
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses.....	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		48277
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		463484

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-30046
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: **GOFF & HERRINGTON, P.C.**

(2) EIN: **27-3625988**

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	
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 _____.

FINANCIAL STATEMENTS WITH
INDEPENDENT AUDITOR'S REPORT

BROOKSHIRE BROTHERS, INC.,
SHORT TERM DISABILITY INCOME PLAN

Lufkin, Texas

April 30, 2025

C O N T E N T S

Independent Auditor’s Report..... 1-3

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Goff & Herrington, P.C.

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INDEPENDENT AUDITOR'S REPORT

Participants and Administrative Committee
Brookshire Brothers, Inc.,
Short Term Disability Income Plan
Lufkin, Texas

Opinion

We have audited the accompanying financial statements of Brookshire Brothers, Inc. Short Term Disability Income Plan ("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 and the statement of plan benefit obligations as of April 30, 2025 and 2024, and the related statements of changes in net assets available for benefits and of changes in plan benefit obligations for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits and accumulated plan benefits of the Plan as of April 30, 2025 and 2024, and the changes in its net assets available for benefits and changes in its accumulated plan benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 the financial statements are available to be issued.

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

Independent Auditor's Report

Brookshire Brothers, Inc.,
Short Term Disability Income Plan
August 27, 2025
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Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

Supplemental Schedules Required by ERISA

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

Independent Auditor's Report

Brookshire Brothers, Inc.,
Short Term Disability Income Plan
August 27, 2025
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In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

Goff & Herrington, P.C.

GOFF & HERRINGTON, P.C.
Certified Public Accountants

Lufkin, Texas
August 27, 2025

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
April 30, 2025 and 2024

ASSETS	<u>2025</u>	<u>2024</u>
Investments at Fair Value:		
Money market	\$ 55,694	\$ 48,098
Mutual bond funds	<u>409,926</u>	<u>444,461</u>
	<u>465,620</u>	<u>492,559</u>
Receivables:		
Contributions receivable - Participants	6,177	6,442
Interest receivable	<u>1,694</u>	<u>1,888</u>
	<u>7,871</u>	<u>8,330</u>
TOTAL ASSETS	<u><u>473,491</u></u>	<u><u>500,889</u></u>
LIABILITIES		
Accrued expenses	14,902	14,914
Payable to plan sponsor	<u>26,867</u>	<u>24,207</u>
TOTAL LIABILITIES	<u><u>41,769</u></u>	<u><u>39,121</u></u>
TOTAL NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 431,722</u></u>	<u><u>\$ 461,768</u></u>

The accompanying notes are an integral part of this financial statement.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
For the Years Ended April 30, 2025 and 2024

	2025	2024
Additions:		
Additions to Net Assets Attributed to:		
Investment Income:		
Net depreciation in fair value of investments	\$ 15,965	\$ (12,848)
Interest and dividends	20,840	22,980
	36,805	10,132
Contributions:		
Participant	396,633	403,938
	396,633	403,938
 TOTAL ADDITIONS	 433,438	 414,070
 Deductions:		
Deductions From Net Assets Attributed to:		
Benefits paid to participants	415,207	310,966
Administrative expenses	48,277	38,512
	463,484	349,478
 TOTAL DEDUCTIONS	 463,484	 349,478
 NET INCREASE (DECREASE)	 (30,046)	 64,592
 Net Assets Available for Benefits:		
Beginning of the period	461,768	397,176
 END OF THE PERIOD	 \$ 431,722	 \$ 461,768

The accompanying notes are an integral part of this financial statement.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
STATEMENT OF PLAN BENEFIT OBLIGATIONS
April 30, 2025 and 2024

	<u>2025</u>	<u>2024</u>
Short term disability benefits	<u>50,107</u>	<u>107,907</u>
TOTAL PLAN BENEFIT OBLIGATIONS	<u>\$ 50,107</u>	<u>\$ 107,907</u>

The accompanying notes are an integral part of this financial statement.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
STATEMENT OF CHANGES IN PLAN BENEFIT OBLIGATIONS
For the Years Ended April 30, 2025 and 2024

	2025	2024
Obligations for Short Term Disability Benefit Coverage:		
Additions Attributed to:		
Claims reported and approved for payment	\$ <u>357,408</u>	\$ <u>378,446</u>
TOTAL ADDITIONS	<u>357,408</u>	<u>378,446</u>
Deductions Attributed to:		
Benefits payments	<u>415,207</u>	<u>310,966</u>
TOTAL DEDUCTIONS	<u>415,207</u>	<u>310,966</u>
NET DECREASE	(57,799)	67,480
Plan Benefit Obligations:		
Beginning of the period	<u>107,906</u>	<u>40,426</u>
END OF THE PERIOD	<u>\$ <u>50,107</u></u>	<u>\$ <u>107,906</u></u>

The accompanying notes are an integral part of this financial statement.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Brookshire Brothers, Inc., Short Term Disability Income Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan is available to all active, full-time employees of Brookshire Brothers, Inc. ("Sponsor") regularly scheduled to work a minimum of 32 hours per week. To qualify for benefits, a participant must be unable to perform the duties of their regular occupation or must be unable to earn 80% or more of their covered earnings solely because of a covered injury or sickness. Participants are eligible to receive disability benefits while covered under the Plan after satisfying the elimination period and be under the appropriate care of a physician. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Benefits. The Plan provides short term disability benefits to participants who have suffered an injury or illness that prevents them from performing regular occupational duties. The amount of benefit is computed using a mathematical formula based on the rate of pay in a normal payroll cycle for the employee immediately before onset of the disability.

A participant is eligible to receive benefits up to 26 weeks in the event of a disability. The Plan will reduce benefits by the amount the participant receives from other income sources.

Contributions. The Sponsor withholds employee contributions from the payroll of plan participants. These contributions are remitted to the Plan's trust account on a weekly basis. The Plan is funded entirely from employee contributions; accordingly, the Sponsor makes no contributions to the Plan. Employee contributions are determined by a mathematical formula based on a contribution rate determined by the Sponsor and the number of hours in a normal scheduled work week for the employee.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting in all material respects.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of American requires the Plan management to make estimates and assumptions that affect certain reported amounts of assets, liabilities, benefit obligations and changes therein and disclosure of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
NOTES TO FINANCIAL STATEMENTS

Benefit obligations

In computing the ultimate obligation to pay disability claims, the Plan considered the cost of future disability payments to Plan participants considered temporarily disabled at plan year end. The obligation at April 30, 2025 and April 30, 2024 represents the subsequent benefits paid to participants considered temporarily disabled at each plan year end. Due to the short-term nature of these obligations, the total amount of the obligation is considered at present value.

Benefits paid

Benefits paid to eligible participants are distributed from cash accounts of the Sponsor. The Plan reimburses the Sponsor monthly for benefits paid to participants. The reported liability for payable to the Sponsor represents amounts distributed to participants by the Sponsor and administrative expenses paid by the Sponsor for which the Plan has not yet reimbursed the Sponsor.

Administrative expenses

Substantially all administrative expenses of maintaining the plan are paid by the Plan.

Subsequent Events

Plan management has evaluated subsequent events through August 27, 2025, the date the financial statements were available to be issued.

NOTE 3 – FAIR VALUE MEASUREMENTS

ASC Topic 820, *Fair Value Measurements and Disclosures*, establishes a framework for measuring fair value. That framework 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). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at April 30, 2025 and April 30, 2024.

Money market fund. The money market fund is valued at cost, which approximates fair value.

Mutual bond funds. The mutual bond funds are valued at unadjusted quoted prices for identical assets in active markets.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
NOTES TO FINANCIAL STATEMENTS

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value. The fair value of individual investments that represent 5% or more of the Plan's net assets as of April 30, 2025 and April 30, 2024 are as follows:

	TOTAL	FAIR VALUE MEASUREMENTS USING:		
		QUOTED PRICES IN ACTIVE MARKETS FOR IDENTICAL ASSETS/LIABILITIES (LEVEL 1)	SIGNIFICANT OTHER OBSERVABLE INPUTS (LEVEL 2)	SIGNIFICANT UNOBSERVABLE INPUTS (LEVEL 3)
As of April 30, 2025:				
Money market deposit fund	\$ 55,694	\$ 55,694	\$ -	\$ -
Mutual bond funds	<u>409,926</u>	<u>409,926</u>	<u>-</u>	<u>-</u>
Total	\$ <u>465,620</u>	\$ <u>465,620</u>	\$ <u>-</u>	\$ <u>-</u>
As of April 30, 2024:				
Money market deposit fund	\$ 48,098	\$ 48,098	\$ -	\$ -
Mutual bond funds	<u>444,461</u>	<u>444,461</u>	<u>-</u>	<u>-</u>
Total	\$ <u>492,559</u>	\$ <u>492,559</u>	\$ <u>-</u>	\$ <u>-</u>

NOTE 4 – RELATED PARTY TRANSACTIONS

The Plan periodically invests in a money market deposit fund managed by Regions Bank. Regions Bank is the trustee of the Plan and; therefore, these transactions qualify as party-in-interest transactions. In addition, the Plan paid administrative fees to Regions Bank of approximately \$5,000 and \$5,100 for the years ended April 30, 2025 and 2024, respectively.

Officers and employees of the Plan's sponsor perform certain administrative functions. No such officer or employee receives compensation from the Plan.

See Note 2 regarding reimbursement by the Plan to the Sponsor for benefit payments and administrative expenses made by the Sponsor.

NOTE 5 – TAX STATUS

The Trust established to hold the Plan's net assets was qualified pursuant to Section 501(c)(9) of the Internal Revenue Code ("the Code") and accordingly, the Trust's net investment income was exempt from income taxes. The Trust's tax-exempt status was effectively revoked as a result of the Trust's failure to file Form 990 for three consecutive years. The Plan Administrator does not expect the Plan to be subject to significant additional taxes as a result of the current taxable status of the Trust.

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 organization has taken an uncertain position that more likely than not would not be sustained upon examination by the particular taxing authority. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of April 30, 2025, there are no significant uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is subject to tax examinations for a period of three years.

BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 6 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan and liquidate the remaining assets in accordance with the plan document.

NOTE 7 – RISKS AND UNCERTAINTIES

Although there are no plans to do so, the Plan may invest in various other investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Should the plan choose to invest in such securities, these risks could result in significant valuation changes.

SUPPLEMENTAL SCHEDULES

SCHEDULE H, ITEM 4(i)
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
APRIL 30, 2025

EIN #75-2692839
PN #505

(a)	(b)	(c)	(d)	(e)
IDENTITY OF ISSUER, BORROWER, LESSOR, OR SIMILAR PARTY	DESCRIPTION OF INVESTMENT, INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR, OR MATURITY VALUE	COST	CURRENT VALUE	
Fidelity Money Market Deposit Fund	Short-term money market funds	\$ 55,694	\$ 55,694	
Baird Aggregate Bond Fund	Domestic mutual bond fund	128,555	122,874	
J.P. Morgan Core Plus Bond Fund	Domestic mutual bond fund	62,080	61,242	
Fidelity Investment Grade Bond Fund	Domestic mutual bond fund	151,699	143,721	
Artisan High Yield Income Bond Fund	Domestic mutual bond fund	20,534	20,621	
Brandywine Global High Yield Bond Fund	Domestic mutual bond fund	20,569	20,358	
Markets Bond Fund	International mutual bond fund	11,738	12,125	
PIMCO International Bond Fund	International mutual bond fund	<u>28,722</u>	<u>28,985</u>	
		<u>\$ 479,591</u>	<u>\$ 465,620</u>	

See independent auditor's report.

SCHEDULE H, ITEM 4(j)
SCHEDULE OF REPORTABLE TRANSACTIONS
BROOKSHIRE BROTHERS, INC., SHORT TERM DISABILITY INCOME PLAN
APRIL 30, 2025

EIN #75-2692839
PN #505

(a)	(b)	(c)	(e)	(f)	(g)	(h)	(i)	(j)
IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET (INCLUDE INTEREST RATE AND MATURITY IN CASE OF A LOAN)	PURCHASE PRICE	SELLING PRICE	LEASE RENTAL	EXPENSE INCURRED WITH TRANSACTION	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN OR (LOSS)
Baird	Aggregate Fund	-	20,465	-	-	23,472	23,472	(3,007)
PIMCO	International Bond Fund	28,722	-	-	-	28,722	28,722	-

See independent auditor's report.

Brookshire Brothers Short Term Disability Income Plan

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

April 30, 2025

EIN: 75-2692839

PN: 505

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Fidelity Money Market Trust money market deposit fund	Short-term money market funds	55,694	55,694
	Baird Aggregate Bond Fund	Domestic mutual bond fund	128,555	122,874
	J.P. Morgan Core Plus Bond Fund	Domestic mutual bond fund	62,080	61,242
	Fidelity Investment Grade Bond Fund	Domestic mutual bond fund	151,699	143,721
	Artisan High Income Fund	Domestic mutual bond fund	20,534	20,621
	Brandywine GLOBAL High Yield Fund	Domestic mutual bond fund	20,569	2,358
	Markets Bond Fund	International mutual bond fund	11,738	12,125
	PIMCO Internatioanl Bond Fund	International mutual bond fund	28,722	28,985
	Trust money market deposit fund	Short-term money market funds	<u>\$ 479,591</u>	<u>\$ 447,620</u>

See Independent Auditor's Report.