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

2025

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

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
GINOS DISTRIBUTING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2000

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)
GINOS DISTRIBUTING, INC.

209 1ST AVENUE SOUTH
NITRO, WV 25143

119 SOUTH COURT STREET
FAYETTEVILLE, WV 25840

2b Employer Identification Number (EIN)
55-0546227

2c Plan Sponsor's telephone number
304-722-3511

2d Business code (see instructions)
424400

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2026	REBECCA BLANKENSHIP
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☐ Same as Plan Sponsor

GINOS DISTRIBUTING, INC.

209 FIRST AVENUE, SOUTH
NITRO, WV 25143

3b Administrator's EIN
55-0546227

3c Administrator's telephone number
304-722-3511

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**	297
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	**6a(1)**	159
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	0
b	Retired or separated participants receiving benefits	**6b**	74
c	Other retired or separated participants entitled to future benefits	**6c**	201
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	275
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	13
f	Total. Add lines **6d** and **6e**.	**6f**	288
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	291
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	288
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.	**6h**	0
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 Characteristic Codes in the instructions:

2I 2O 2Q

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ 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 0
- (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 2025 Form M-1 annual report. If the plan was not required to file the 2025 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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2025** **This Form is Open to Public Inspection.**

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
GINOS DISTRIBUTING, 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
GINOS DISTRIBUTING, INC.

D Employer Identification Number (EIN)
55-0546227

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)

BSI

9340 W. MARTIN AVE., STE. 100
LAS VEGAS, NV 89148

27-0187600

(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	RECORDKEEPING	70743	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

MENKE & ASSOCIATES, INC.

ONE KAISER PLAZA, STE. 505
OAKLAND, CA 94612

94-2349093

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	CONTRACT ADMINISTRATOR	44598	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

SCJ FIDUCIARY SERVICES

4102 BALLARD WOODS DR.
SMITHFIELD, KY 40068

83-1749716

(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?
24	TRUSTEE	30000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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)

BROWN EDWARDS & CO.

707 VIRGINIA ST. E., SUITE 300
CHARLESTON, WV 25301

54-0504608

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	VALUATION	27500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ELLIS & ELLIS, PLLC

500 VIRGINIA ST. E, STE. 1000
CHARLESTON, WV 25301

55-0771644

(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	NONE	20495	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(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 ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
GINOS DISTRIBUTING, 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
GINOS DISTRIBUTING, INC.

D Employer Identification Number (EIN)
55-0546227

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	16924	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	675749	10745925
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	8797800	0
(2) Employer real property	1d(2)		
1e Buildings and other property used in plan operation	1e		
1f Total assets (add all amounts in lines 1a through 1e)	1f	9490473	10745925
Liabilities			
1g Benefit claims payable	1g		
1h Operating payables	1h	99956	52468
1i Acquisition indebtedness	1i		
1j Other liabilities	1j		
1k Total liabilities (add all amounts in lines 1g through1j)	1k	99956	52468
Net Assets			
1l Net assets (subtract line 1k from line 1f)	1l	9390517	10693457

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)	438000	
(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)		438000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	8470	
(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)		8470
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	10560000	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	8797800	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		1762200
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(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		15735
d Total income. Add all **income** amounts in column (b) and enter total	2d		2224405
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	694294	
(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)		694294
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)	101499	
(3) Recordkeeping fees	2i(3)	44598	
(4) IQPA audit fees	2i(4)	20495	
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)	30000	
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)	27500	
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	3079	
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		227171
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		921465
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1302940
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) [X] 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)** [X] 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: ELLIS & ELLIS **(2)** EIN: 55-0771644

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.)	4a		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.)	4b		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.)	4c		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.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		200000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j	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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		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.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [X] Yes [ ] No

If "Yes," enter the amount of any plan assets that reverted to the employer this year 0.

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection.

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
GINOS DISTRIBUTING, 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
GINOS DISTRIBUTING, INC.

D Employer Identification Number (EIN)
55-0546227

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions ..... 1 | 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 55-0546227

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ Yes ☐ No ☐ N/A

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) 6a

b Enter the amount contributed by the employer to the plan for this plan year 6b

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) 6c

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ Yes ☐ No ☐ N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ Yes ☐ No ☐ N/A

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ Increase ☐ Decrease ☐ Both ☐ No

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ Yes ☒ No

11 a Does the ESOP hold any preferred stock? ..... ☐ Yes ☒ No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ Yes ☒ No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ Yes ☒ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ 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. ☐ 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_____.

GINO'S EMPLOYEE STOCK OWNERSHIP PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2025 AND 2024

GINO'S EMPLOYEE STOCK OWNERSHIP PLAN

DECEMBER 31, 2025 AND 2024

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Ellis & Ellis, Plic
Certified Public Accountants

WILLIAM M. ELLIS, SR.
(1919-1990)
ROBERT V. ELLIS
(1925-2009)
WILLIAM M. ELLIS, JR.
(1943-2016)
MICHAEL C. ELLIS
MARK E. ELLIS
ALAN M. HEDGE
KIMBERLY K. WILLIAMS
MICHELLE L. CLARK

INDEPENDENT AUDITORS' REPORT

To the Administrative Committee of
the Gino's Employee Stock Ownership Plan

Opinion

We have audited the accompanying financial statements of Gino's Employee Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2025 (in liquidation) and 2024 (ongoing) and the related statement of changes in net assets available for benefits for the year ended December 31, 2025 (in liquidation), and the statement of changes in net assets available for benefits for the year ended December 31, 2024 (ongoing), and the related notes to the financial statements.

In our opinion, the financial statements referred to in the first paragraph present fairly, in all material respects, the net assets available for benefits of Gino's Employee Stock Ownership Plan as of December 31, 2025 (in liquidation) and 2024 (ongoing), and the changes in its net assets available for benefits for the year ended December 31, 2025 (in liquidation) and the year ended December 31, 2024 (ongoing) 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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Gino's Employee Stock Ownership Plan and to meet our 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.

Emphasis of Matter - Plan Termination and Liquidation Basis of Accounting

As discussed in Note 12 to the financial statements, the governing body of Gino's Employee Stock Ownership Plan approved a plan of liquidation on September 22, 2025 and management determined liquidation is imminent. As a result, the Plan has changed its basis of accounting from the going concern basis used in presenting the 2024 financial statements to the liquidation basis used in presenting the 2025 financial statements. Our opinion is not modified with respect to this matter.

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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.

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.

Auditors' 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 auditors' 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 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 the 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 Gino's Employee Stock Ownership 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.

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 supplementary schedules of Assets Held for Investment at December 31, 2025 on page 20 and Reportable Transactions for the year ended December 31, 2025 on page 21, are presented for the purposes of additional analysis and are 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.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, is presented in conformity with the Department of Labor's Rules and Regulation for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying supplemental 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.

Ellis & Ellis, PLLC

Charleston, West Virginia
October 5, 2026

GINO'S EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2025 AND 2024

ASSETS

	2025 Liquidation Basis	2024 Ongoing Basis
Investments in Sponsor Company Common Stock (at Fair Value)	$ -	$ 8,797,800
Cash	10,735,963	675,749
Interest Expected to be Realized in Liquidation	52,517	-
Accounts Receivable - Plan Sponsor	30,757	16,924
TOTAL ASSETS (2025 in liquidation and 2024 ongoing)	**$ 10,819,237**	**$ 9,490,473**

LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS

Accounts Payable	$ 10,620	$ 27,127
Accrued Administrative and Professional Fees to be Incurred Through Liquidation	30,873	-
Taxes Withheld	31,886	72,829
Total Liabilities (2025 in liquidation and 2024 ongoing)	$ 73,379	$ 99,956
Net Assets Available for Benefits (2025 in liquidation and 2024 ongoing)	10,745,858	9,390,517
TOTAL LIABILITIES AND NET ASSETS AVAILABLE FOR BENEFITS (2025 in liquidation and 2024 ongoing)	**$ 10,819,237**	**$ 9,490,473**

The accompanying notes to financial statements are an integral part of these financial statements.

GINO'S EMPLOYEE STOCK OWNERSHIP PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

	2025 Liquidation Basis	2024 Ongoing Basis
Additions to Net Assets:		
Net Unrealized Appreciation in Market Value of Investments	$ -	$ 1,801,800
Realized Gain on Sale of Common Stock of Employer	1,762,200	-
Interest Income	8,470	366
Employer Contribution	438,000	350,000
Miscellaneous Income	15,735	-
Interest Income Expected During Liquidation Period	52,517	-
Total Additions to Net Assets	**$ 2,276,922**	**$ 2,152,166**
Deductions from Net Assets:		
Benefit Claims Paid to Employees	$ 694,294	$ 570,948
Professional Fees	117,594	72,427
Other	3,078	2,793
Estimated Future Administrative and Professional Fees through Completion of Liquidation	106,615	-
Total Deductions from Net Assets	**$ 921,581**	**$ 646,168**
INCREASE IN NET ASSETS (2025 in liquidation and 2024 ongoing)	**$ 1,355,341**	**$ 1,505,998**
Net Assets Available for Benefits, Beginning of Year (2025 in liquidation and 2024 ongoing)	9,390,517	7,884,519
End of Year (2025 in liquidation and 2024 ongoing)	**$ 10,745,858**	**$ 9,390,517**

The accompanying notes to financial statements are an integral part of these financial statements.

NOTE 1 - PLAN DESCRIPTION:

The following description of Gino's ("Company") Employee Stock Ownership Plan ("Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General Information and Eligibility:

The Plan is an Employee Stock Ownership Plan in which employer contributions to the ESOP are deductible by the Company for eligible employees. Employees of the Company are generally eligible to participate in the Plan following one (1) year of service, with a minimum age of 18. Effective for employees hired after January 1, 2017, the minimum age is 21. One year of service requires 1,000 hours of service and participation is the next available plan entry date of January 1 or July 1 after meeting the age and service requirement. Effective January 1, 2022, no new participants shall be entered into the Plan (see Note 12). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions:

The Board of Directors of the Company determines the annual discretionary contribution to be made each Plan year. Although not required, their decision is normally based on the Company's financial performance and condition. Employees are not permitted to make contributions.

Vesting:

If a participant's employment with the Company ends for any reason other than retirement, permanent disability or death, he or she will vest in the balances in his or her account based on years of continuous service with the Company. A participant is 100% vested after six years of credited service.

Payment of Benefits:

Distributions from the Plan will only be made once a participant terminates his or her service due to death, disability or retirement. Participants will receive an amount equal to the value of their vested interest in his or her account in substantially equal annual installments over a specified period of time. The Plan does not permit participants whose vested balance does not exceed $5,000 to receive a distribution in any form other than a lump sum.

Under the provisions of the Plan, the Company (or the Plan) is obligated to repurchase participant shares which 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 2025 and 2024, the Plan repurchased from participants 6,600.0000 shares and 482.17773 shares, respectively at prices determined from an independent appraisal.

Participant Accounts:

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

NOTE 1 - PLAN DESCRIPTION: (Continued)

Forfeitures:

Plan forfeitures are allocated to each participant's account based upon the relation of the participant's eligible compensation to the total eligible compensation for the Plan year. Forfeitures allocated to remaining participants during December 31, 2025 and 2024 totaled $0 and $36,612, respectively.

Put Option:

Under Federal income tax regulations, the employer stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the appraised value of the stock. The Company can pay for the purchase in a single payment or in five (5) equal annual installments of principal together with interest on the unpaid principal balance. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification:

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which 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 percent of the number of post-1986 shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50 percent. Participants who elect to diversify receive a cash distribution, unless eligible for floor price protection, in which case, shares are distributed.

Plan Termination:

The Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. The Board of Directors of the Plan Sponsor, Gino's Distributing, Inc. approved the termination the Plan (See Note 12). Upon Plan termination, participants became 100% vested in their accounts.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Date of Management's Review of Subsequent Events:

Subsequent events were evaluated through October 5, 2026, which is the date the financial statements were available to be issued.

Operating Expenses:

As provided in the Plan agreement, administrative expenses may be paid either by the Plan or by the Company. The Plan has historically paid the operating expenses for the plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES: (Continued)

Payment of Benefits:

Benefits are recorded when paid.

Basis of Accounting:

The financial statements of the Plan as of December 31, 2025 and for the year then ended have been prepared on the liquidation basis of accounting. Under ASC 205-30, when liquidation is imminent (plan termination is approved and it is remote that termination will be blocked or reversed), financial statements are to be prepared on the liquidation basis. The Plan liquidation became imminent on September 22, 2025, which was the date the Board of Directors approved the resolution to terminate the Plan. Under the liquidation basis of accounting, ASC 205-30 is applied prospectively. The financial statements as of December 31, 2024 and the year then ended were prepared on the accrual basis of accounting.

Use of Estimates:

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

Investment Valuation and Income Recognition:

The shares of Company common stock are valued at fair market value. See Note 4 for discussion of fair value measurements.

Net appreciation (depreciation) includes the plan's gains and losses on investments held during the year.

NOTE 3 - TAX STATUS:

The Plan has received a determination letter from the IRS dated October 13, 2013 that the Plan is qualified under the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service and the U.S. Department of Labor. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for the years prior to 2020.

NOTE 4 - EMPLOYER STOCK VALUATION, FAIR VALUE MEASUREMENTS AND FINAL DETERMINATION OF REDEMPTION PRICE:

The Plan invests in common stock of Gino's Distributing, Inc. (the "Company"). The Company's common stock is not traded on an established securities market. Accordingly, the Plan's investment in Company common stock is measured at fair value in accordance with FASB ASC 962, *Plan Accounting—Defined Contribution Pension Plans* , and FASB ASC 820, *Fair Value Measurement.* Employer stock held by an employee stock ownership plan is required to be measured at current value for plan reporting purposes, and IRC Section 401(a)(28) requires employer securities held by an employee stock ownership plan to be valued at fair market value at least annually

Fair Value Measurement:

The fair value of the Company common stock is determined using valuation techniques that are appropriate in the circumstances and for which sufficient data are available. The valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs. Because the Company common stock is not publicly traded and significant valuation inputs are unobservable, the investment is classified within **Level 3** of the fair value hierarchy.

The Plan's investments at December 31, 2024 were reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, the Plan believes its valuation methods are appropriate and consistent with other market participants. The use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. Level 3 inputs are only used when Level 1 or Level 2 inputs are not available.

Level 3 Fair Value Measurements:

The fair value of the Company common stock at December 31, 2024 was based on an annual independent appraisal. This appraisal was based upon the income approach valuation technique using a combination of the Guideline Public Company Method, Guideline Transaction Method and the Discounted Cash Flow Method. Primary consideration was given to the Discounted Cash Flow Method, and was consistent with prior years.

The valuation process involves the selection of an independent appraiser. Plan management accumulates the data for the appraiser from historical and projected financial information of the Company. The appraiser prepares a preliminary report that plan management, along with the ESOP trustee, reviews in detail, discusses, and approves.

Instruments	*Fair Value*	*Principal Valuation Technique*	*Unobservable Inputs*
Gino's Distributing, Inc. Common Stock	$ 8,797,800	Income	EBITDA, Net Income, Weighted Average Cost of Capital, Discount Rate Discount for Lack of Marketability

NOTE 4 - EMPLOYER STOCK VALUATION, FAIR VALUE MEASUREMENTS AND FINAL DETERMINATION OF REDEMPTION PRICE: (Continued)

The following tables present fair value measurement information for the Plan's investments in Company common stock at December 31, 2024. The carrying values of receivables, cash and payables included in the statement of net assets available for benefits approximated fair value at December 31, 2024 and are therefore not included in the following table.

	Assets at Fair Value as of December 31, 2024	
	Level 3	Total
Investment in Gino's Distributing, Inc. Common Stock	$ 8,797,800	$ 8,797,800
Total Assets at Fair Value	$ 8,797,800	$ 8,797,800

Valuation Information Considered in Redemption Price Determination:

In connection with the determination of the redemption price for Company common stock, two fair market value analyses were performed:

Valuation Information	Valuation Date	Fair Market Value per Share	
Valuation No.1	September 30, 2025	$ 1,471	Low
		$ 1,576	High
Valuation No. 2	October 31, 2025	$ 1,442	
Appraiser Opinion Letter	December 19, 2025	$ 1,600	

Valuation No. 1 was based on the income approach using a combination of the Discounted Cash Flow method and Guideline Public Company method. Primary consideration was given to the Discounted Cash Flow Method.

Valuation No. 2 was based on the income approach using a combination of the Discounted Cash Flow method, Guideline Transaction method and Guideline Public Company method. Primary consideration was given to the Discounted Cash Flow Method.

The Appraiser Opinion Letter was not treated as a separate valuation report. The purpose of the Letter was to determine under ERISA Section 3(18) which defines the term "adequate consideration" as the Fair Market Value of an asset determined in good faith, whether the redemption price and terms of the transaction are fair to the ESOP from a financial point of view.

The trustee received an opinion letter from dated December 19, 2025. The opinion letter addressed the reasonableness of the proposed redemption price, application of specific facts, consideration of subsequent information, or fairness of transaction terms. The trustee considered the opinion letter together with the two fair market value valuations, the terms of the Plan, applicable redemption and put-option provisions, relevant Company information, and other facts available as of the trustee’s determination date. The opinion letter was considered by the trustee as supporting information in making its determination and is not described as an additional valuation.

NOTE 4 - EMPLOYER STOCK VALUATION, FAIR VALUE MEASUREMENTS AND FINAL DETERMINATION OF REDEMPTION PRICE: (Continued)

On December 19, 2025, the Trustee determined the final redemption price for Company common stock to be $1,600 per share. The final redemption price applied to 6,600 shares, resulted in an aggregate redemption amount of $10,560,000. The Trustee's determination was based on the two valuations and opinion letter, Plan provisions, redemption agreement terms, Company financial information, changes in facts and circumstances between valuation dates, participant distribution elections, put-option terms, or other transaction-specific factors.

Changes in Fair Value of Level 3 Assets and Related Gains and Losses:

The following table sets forth a summary of changes in the fair value of the investment in Gino's Distributing, Inc. common stock, which is the Plan's Level 3 asset for the year ended December 31, 2025.

Balance, Beginning of Year	$ 8,797,800
Common Stock of Plan Sponsor sold in 2025	(8,797,800)
Balance, End of Year	$ -
Realized Gain on Sale of Common Stock	$ 1,762,200

Gains and losses included in changes in net assets available for benefits for the year ended December 31, 2025, are reported in net appreciation (depreciation) in fair value of investments.

NOTE 5 - INVESTMENTS:

The Plan owned 6,600 shares of Gino's Distributing, Inc. (a closely held corporation and sole sponsor) on December 31, 2024. Valuation was determined by an independent appraiser. At December 31, 2024, the per share value was $1,333. Following is a summary of the Allocated and Unallocated shares at December 31,

	December 31, 2024		
	Allocated	Unallocated	Total
Number of Shares	6,600.00000	-	6,600.00000
Cost	$ 1,370,850	$ -	$ 1,370,850
Estimated Fair Value	$ 8,797,800	$ -	$ 8,797,800

NOTE 6 - RELATED PARTY AND PARTY IN INTEREST TRANSACTION:

The Plan invests in Plan Sponsor Company common stock. This is a related party and party-in-interest transaction. The Plan has a number of service providers. Such providers are parties in interest under ERISA.

NOTE 7 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500:

A reconciliation of the net assets and change in net assets to Form 5500 as of December 31, is as follows:

	2025	2024
Net Assets Available for Benefits as per Financial Statements	$ 10,745,858	$ 9,390,517
Add (Less):		
Interest Expected to be Realized in Liquidation	(52,517)	-
Receivable - Plan Sponsor, December 31, 2025	(30,757)	-
Stale Distribution Checks to be Reissued	9,962	-
Additional Accounts Payable at December 31, 2025	20,911	-
Net Assets Available for Benefits per Form 5500	$ 10,693,457	$ 9,390,517
Change in Net Assets as per Financial Statements	$ 1,355,341	$ 1,505,998
Add (Less):		
Interest Expected to be Realized in Liquidation	(52,517)	-
Additional Liquidation Expenses	116	-
Change in Net Assets as per Form 5500	$ 1,302,940	$ 1,505,998

The following is a reconciliation of benefits paid to participants per the financial statements for the year ended December 31, 2025 to Schedule H of Form 5500:

Benefits paid to participants per the Financial Statements and Form 5500	$ 694,294

Amounts allocated to withdrawing participants are recorded on the Schedule H of Form 5500 for benefit claims that have been processed and approved for payment prior to December 31 but not paid as of that date.

NOTE 8 - ADMINISTRATION OF PLAN ASSETS:

The Plan's assets, which consist of cash held in banks, are held by the Trustee of the Plan.

Company contributions are held and managed by the Trustee, which invests cash received, interest and distribution income and makes distributions to participants.

Certain administrative functions are performed by officers or employees of the Company or its related company. No such officer or employee receives compensation from the Plan.

NOTE 9 - RISKS AND UNCERTAINTIES:

The Plan's assets, contributions, and earnings are from a single company engaged in the retail operation of specialty restaurants under the brand names "Gino's Pizza and Spaghetti" and "Tudor's Biscuit World." The former emphasizes Italian food items and the latter, a wide variety of breakfast and lunch offerings. All of the Plan's employer contributions are generated from profits of stores located throughout southern and central West Virginia.

The Plan's investments consist of cash held in banks which exceeded the federally insured amount by $10,318,193 at December 31, 2025.

NOTE 10 - CONTINGENCIES:

The Plan's audited financial statements from 2021 to 2024 were not included in a timely manner with the Form 5500, Annual Return/Report of Employee Benefit Plan as required by the United States Department of Labor. The Plan's Participant Allocation Reports were incorrect and required revisions, primarily due to incorrect amounts of distributions being reported to the third party administrator.

The U.S. Department of Labor and/or the Internal Revenue Service can assess penalties for incomplete filings. The penalties for failure to file a complete annual report are as follows:

IRS penalties	$250 per day up to $150,000 per plan year
DOL penalty	$1,000 per day

Other administrative penalties may be assessed for incomplete filings unless a statement of reasonable cause for the failure to file a complete annual report is submitted to and approved by the DOL.

The Plan has not received any penalty assessments through the date of the auditors' report.

NOTE 11 - PLAN AMENDMENTS:

The board of directors of the plan sponsor, Gino's Distributing, Inc. adopted the following Plan Amendments:

Amendment No.1 to the ESOP dated December 31, 2021. The amendment freezes eligibility to enter and become a participant in the Plan so that no new participants shall enter the Plan on or after January 1, 2022.

Amendment No. 2025-1 to terminate the Plan effective December 19, 2025. See Note 12 for termination provisions.

NOTE 12 - PLAN TERMINATION:

The Board of Directors of the Plan Sponsor, Gino's Distributing, Inc., on September 22, 2025, notified the ESOP trustee of its intent to terminate the Gino's Employee Stock Ownership Plan. The Board of Directors approved the termination of the Gino's Employee Stock Ownership Plan (the "Plan"), effective December 19, 2025. The Plan Sponsor made the decision to terminate the Plan primarily because the original intent of the ESOP was to encourage employee longevity and loyalty. The Plan Sponsor has determined that the ESOP was not a good match for a high turnover industry.

NOTE 12 - PLAN TERMINATION (continued):

The Company filed a Form 5500 series return with the Department of Labor and Internal Revenue Service to officially terminate the Plan. The termination process is proceeding in accordance with the Plan's terms and applicable laws and regulations.

The principal terms of the redemption of shares by the Company and agreed to by the Trustee are as follows:

Redemption Price:

Redemption price of shares owned by Gino's Employee Stock Ownership Trust (the "ESOT")	$ 1,600	per share
Shares held by the ESOT	6,600	
Lump sum cash payment	$ 10,560,000	

Stock Redemption Agreement and Determination of Redemption Price:

The Company, Gino's Distributing, Inc. entered into a Stock Redemption Agreement with the Gino's Employee Stock Ownership Trust (the Trust) and its Trustee dated December 19, 2025 to redeem all 6,600 shares of common stock owned by the Trust. The Trustee of the ESOP obtained from an appraiser, an opinion, that the redemption price of the ESOP shares is fair to the ESOP from a financial point of view (the "Opinion"). The final stock redemption price was agreed to by both the Board of Directors of the Company and the Trustee on behalf of the Trust.

The appraiser's valuation of the Company dated October 31, 2025 determined that the fair market value of the Company's common stock was $1,442 per share. The negotiated redemption price of the shares was $1,600 per share, which represented an approximate 11% premium above the fair market value per share.

Event Protection:

If the Company stock or assets or the business are sold or merged with another entity within three years of the closing of the ESOP Transaction, the ESOP Participants will be paid an additional amount as defined in the agreement.

ESOP Amendment and Distributions:

The Company will amend the ESOP to provide that all participants are 100% vested in their account balances and provide for the distribution of the ESOP assets.

Fiduciary Insurance:

The Company will obtain a fiduciary tail insurance policy for not less than $1,000,000 for the Trustee for a minimum of six years.

Impact of the Termination on Financial Position:

Cash and Investments:

As of December 31, 2025, the Company purchased the Plan's 6,600 shares of stock for $10,560,000. All Plan assets at December 31, 2025 consisted of cash held in interest bearing checking accounts. The cash proceeds will be distributed to participants or rolled over into another qualified retirement plan, as elected by the participants.

NOTE 12 - PLAN TERMINATION (continued):

Impact of the Termination on Financial Position (continued):

Repurchase Obligation:

The termination resolves the Company's obligation to repurchase shares from terminated or retiring employees.

Accounts Receivable - Plan Sponsor:

The Plan Sponsor paid for a portion of the termination expenses in 2025 and 2026. Additionally, a portion of the termination costs that were the Plan Sponsor's responsibility were paid from Plan Assets in 2025 as follows:

Paid by ESOP in 2025 and due from Plan Sponsor	$	116,500
Paid by Plan Sponsor and due from ESOP		(85,743)
Due to ESOP at December 31, 2025	$	30,757

Impact on Statement of Operations:

Employer Contributions:

In 2025, employer contributions to the ESOP were $438,000. This addition to plan assets will not be received in future periods.

Income (Loss) from Termination:

During the year ended December 31, 2025 the ESOP recorded the following income and expenses expected during liquidation (January 1, 2026 to May 31, 2026):

Interest Income Expected During Liquidation Period			$	52,517
Estimated Future Administrative and Professional Fees to Completion of Liquidation				
Audit fees	$	25,390		
Trustee fees		15,000		
Plan administration		64,792		
Other administrative expenses		1,433		106,615
(Loss) from Termination			$	(54,098)

Vesting and Distribution of Benefits:

Full Vesting:

In accordance with IRS rules, all affected participants who had not received a complete distribution of his or her vested participant account as of December 31, 2024 became 100% vested in their account balances, effective as of the Plan Termination Date.

NOTE 12 - PLAN TERMINATION (continued):

Distribution Options and Distributions Paid:

Participants were notified of the plan termination and provided with distribution options, including a lump-sum cash payment or a direct rollover to another qualified retirement account. Participants were notified of their options on May 20, 2026. The distribution process was completed on July 30, 2026. Total distributions of participant vested balances totaled $10,745,858 in 2026.

SUPPLEMENTARY INFORMATION

GINO'S EMPLOYEE STOCK OWNERSHIP PLAN

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

DECEMBER 31, 2025

Plan Name: Gino's Employee Stock Ownership Plan
Plan Sponsor: Gino's Distributing, Inc.
Plan Sponsor EIN: 55-0546227
Plan No: 002

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
	Truist Bank	Cash- Checking Account	167,770	167,770
	Village Bank & Trust	Money Market Account, 2.20%	10,568,193	10,568,193
			$ 10,735,963	$ 10,735,963

* Denotes issuer or sponsor considered to be a party-in-interest to the Plan.

GINO'S EMPLOYEE STOCK OWNERSHIP PLAN

EIN: 55-00546227, PLAN NUMBER 002
SCHEDULE H, Line 4j - SCHEDULE OF REPORTABLE TRANSACTIONS

YEAR ENDED DECEMBER 31, 2025

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred With Transactions	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net gain or (loss)
Gino's Distributing, Inc.	Common stock-6,600 shares	$ -	$ 10,560,000	$ -	$ -	$ 1,370,850	$ 8,797,800	$ 1,762,200

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

2025

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

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.)
- ☒ a single-employer plan
- ☐ a DFE (specify) _____

B This return/report is:
- ☐ the first return/report
- ☐ the final return/report
- ☐ an amended return/report
- ☐ a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. ▶ ☐

D Check box if filing under:
- ☒ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☐ special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II Basic Plan Information—enter all requested information

1a Name of plan
GINOS DISTRIBUTING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2000

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)

Ginos Distributing, Inc.

209 1st Avenue South
Nitro WV 25143

119 SOUTH COURT STREET
FAYETTEVILLE WV 25840

2b Employer Identification Number (EIN) 55-0546227

2c Plan Sponsor's telephone number 304-722-3511

2d Business code (see instructions) 424400

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	Signature of plan administrator	Date 10/12/2026	Rebecca Blankenship Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE

Schedule H, Line 4j
Schedule of Reportable Transactions

Name of Plan: ► Gino's Distributing, Inc. Employee Stock Ownership Plan
Employer Identification Number (EIN): ► 55-0546227 Three-digit plan number: ► 002
For the plan year beginning/ending: ► 01/01/2025 To 12/31/2025

(a) Identity of party involved	**(b)** Description of asset (include interest rate and maturity in case of a loan)	**(c)** Purchase Price	**(d)** Selling price	**(e)** Lease rental	**(f)** Expense incurred with transaction	**(g)** Cost of asset	**(h)** Current value of asset on transaction date	**(i)** Net gain or (loss)
Gino's Distributing, Inc.	Sale of 6600 shares of Common Stock		10,560,000				8,797,800	1,762,200

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

Name of Plan:

► Gino's Distributing, Inc. Employee Stock Ownership Plan

Employer Identification Number:► 55-0546227

For plan year (beginning/ending):► 01/01/2025 To 12/31/2025 Plan number:► 002

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
	Truist	Checking Account	177,733	177,733
	Village Bank & Trust	Money Market Account	10,568,192	10,568,192