

Burnham Holdings, Inc.

1241 Harrisburg Pike

Lancaster, PA 17604

717-390-7800

www.burnhamholdings.com

shareholderinquiry@burnhamholdings.com

Quarterly Report

For the period ending June 30, 2024 (the “Reporting Period”)

Outstanding Shares

The number of shares outstanding of our Common Stock was:

4,660,336 as of June 30, 2024

4,628,677 as of December 31, 2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: ☐ No: ☒

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Burnham Holdings, Inc.

Current State and Date of Incorporation or Registration: Delaware, 12/02/2002

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

None

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

None

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

Cash dividends paid to Class A and Class B shareholders:

\$0.22 – August 23, 2023

\$0.22 – December 29, 2023

\$0.23 – March 28, 2024

\$0.23 – June 27, 2024

The Board of Directors declared a \$0.23 dividend on July 25, 2024 payable on September 26, 2024 to shareholders of record at September 19, 2024.

Cash dividends paid to Preferred shareholders

\$1.50 – December 29, 2023

\$1.50 – June 27, 2024

Address of the issuer's principal executive office:

1241 Harrisburg Pike, Lancaster, PA 17603

Address of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: ☒ Yes: ☐ If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: Computershare Trust Company, N.A.
Phone: 866-595-6048
Email: web.queries@computershare.com
Address: 150 Royall St., Suite 101, Canton, MA 02021

Publicly Quoted or Traded Securities:

Trading symbol:	<u>BURCA</u>	
Exact title and class of securities outstanding:	<u>Common A</u>	
CUSIP:	<u>122295108</u>	
Par or stated value:	<u>\$1.00</u>	
Total shares authorized:	<u>9,000,000</u>	<u>as of date: June 30, 2024</u>
Total shares outstanding:	<u>3,349,324</u>	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>219</u>	<u>as of date: June 30, 2024</u>

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

Trading symbol:	<u>BURCB</u>	
Exact title and class of securities outstanding:	<u>Common B</u>	
CUSIP:	<u>122295306</u>	
Par or stated value:	<u>\$1.00</u>	
Total shares authorized:	<u>4,000,000</u>	<u>as of date: June 30, 2024</u>
Total shares outstanding:	<u>1,311,012</u>	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>206</u>	<u>as of date: June 30, 2024</u>

Trading symbol:	<u>BURCP</u>	
Exact title and class of securities outstanding:	<u>6% Preferred</u>	
CUSIP:	<u>122295207</u>	
Par or stated value:	<u>50.00</u>	
Total shares authorized:	<u>10,600</u>	<u>as of date: June 30, 2024</u>
Total shares outstanding:	<u>5,969</u>	<u>as of date: June 30, 2024</u>
Total number of shareholders of record:	<u>73</u>	<u>as of date: June 30, 2024</u>

Security Description:

1. For common equity, describe any dividend, voting and preemption rights.

The Company's Class A and Class B common shares have similar rights except for voting rights and transferability. Class A has one vote per share. Class B has eight votes per share. A majority approval by the holders of Class B is required for certain corporate actions. Class B may be transferred only to Permitted Transferees, as defined in related documents, at the option of the holder of the Class B share. Other transfers of Class B result in the automatic conversion of the transferred shares into an equal number of shares of Class A. Class B can be converted at any time into Class A at the option of the holder.

2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.

The Company's Preferred Stock is 6% cumulative and voting. Preferred Stock is redeemable at \$52.50.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

None

3) Issuance History

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding Opening Balance: Opening Balance: Date <u>12/31/21</u> Common: <u>4,587,269</u> Preferred: <u>5,973</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>02/17/22</u>	<u>Treasury</u>	<u>(4)</u>	<u>Preferred</u>	<u>50.00</u>	<u>No</u>	<u>Burnham Holdings</u>			
<u>03/31/22</u>	<u>Treasury</u>	<u>2,853</u>	<u>Common A</u>	<u>13.78</u>	<u>No</u>	<u>Dale Bowman</u>	<u>Employee Comp.</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>05/16/22</u>	<u>Treasury</u>	<u>5,435</u>	<u>Common A</u>	<u>13.83</u>	<u>No</u>	<u>Douglas Crossman</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>05/16/22</u>	<u>Treasury</u>	<u>2,078</u>	<u>Common A</u>	<u>13.83</u>	<u>No</u>	<u>Christopher Drew</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
05/16/22	Treasury	72	Common A	13.83	No	Melissa Devitz	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	231	Common A	13.83	No	Greg Minard	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	217	Common A	13.83	No	Peter Cloonan	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	418	Common A	13.83	No	Keith Diller	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	369	Common A	13.83	No	Duane Breneman	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	182	Common A	13.83	No	Chris Massey	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	182	Common A	13.83	No	James McKenna	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	367	Common A	13.83	No	Kurt Ruch	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	59	Common A	13.83	No	Edward Johann	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	1,167	Common A	13.83	No	Paul Spradling	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	128	Common A	13.83	No	Linh Coonan	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	116	Common A	13.83	No	Chris Mitchell	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	184	Common A	13.83	No	Craig Eshenaur	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	583	Common A	13.83	No	Allen Kuehl	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	57	Common A	13.83	No	Jeremiah Clegg	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	83	Common A	13.83	No	Robert Paquette	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	315	Common A	13.83	No	Bradley Ehlert	Employee Comp	Restricted	Rule 701

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05/16/22	Treasury	649	Common A	13.83	No	Bryan O'Toole	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	259	Common A	13.83	No	Thomas Moore	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	56	Common A	13.83	No	Elizabeth Diehl	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	218	Common A	13.83	No	Jacob Graham	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	583	Common A	13.83	No	James Schnorr	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	834	Common A	13.83	No	Daniel Cork	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	351	Common A	13.83	No	Ronak Patel	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	289	Common A	13.83	No	Yale Steingard	Employee Comp	Restricted	Rule 701
05/16/22	Treasury	104	Common A	13.83	No	William Dodge	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	54	Common A	13.83	No	Laura Wand	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	237	Common A	13.83	No	Elizabeth McMullan	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	104	Common A	13.83	No	John Lyman	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	104	Common A	13.83	No	Donald Stern	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	237	Common A	13.83	No	Phil Rohrbaugh	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	104	Common A	13.83	No	Phil Wenger	BOD Comp.	Restricted	Rule 701
05/16/22	Treasury	(167)	Common A	1.00	No	Burnham Holdings	Employee Comp	Restricted	Rule 701
5/15/23	Treasury	6,513	Common A	12.73	No	Douglas Crossman	Employee Comp	Restricted	Rule 701

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<u>5/15/23</u>	<u>Treasury</u>	<u>3,222</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Christopher Drew</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>833</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Nicholas Ribich</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>139</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Melissa Devitz</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>1,444</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Paul Spradling</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>962</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Bryan O'Toole</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>377</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Bradley Ehler</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>541</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Keith Diller</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>187</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Linh Coonan</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>266</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Peter Cloonan</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>507</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Duane Breneman</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>319</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Thomas Moore</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>283</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Craig Eshenaur</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>216</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Chris Massey</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>216</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>James McKenna</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>299</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Chris Mitchell</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>722</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>James Schnorr</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>999</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Daniel Cork</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>

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<u>5/15/23</u>	<u>Treasury</u>	<u>550</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Kurt Ruch</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>433</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Ronak Patel</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>104</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Elizabeth Diehl</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>327</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Jacob Graham</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>722</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Allen Kuehl</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>127</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Robert Paquette</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>352</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Greg Minard</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>346</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Yale Steingard</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>219</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>William Dodge</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>172</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Laura Wand</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>121</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>David Reeves</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>219</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>John Lyman</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>219</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Donald Stern</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>121</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Christopher Pruitt</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/23</u>	<u>Treasury</u>	<u>219</u>	<u>Common A</u>	<u>12.73</u>	<u>No</u>	<u>Phil Wenger</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>8,168</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Douglas Brossman</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>4,949</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Christopher Drew</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>1,402</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Nicholas Ribich</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>

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<u>5/15/24</u>	<u>Treasury</u>	<u>710</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Melissa Devitz</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>1,667</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Paul Spradling</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>1,305</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Bryan O'Toole</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>201</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Samantha Fugagli</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>269</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Douglas Brossman</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>686</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>William Dodge</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>686</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>John Lyman</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>639</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Christopher Pruitt</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>639</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>David Reeves</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>686</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Donald Stern</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>686</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Laura Wand</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>686</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Phil Wenger</u>	<u>BOD Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>378</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Bradley Ehlert</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>134</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Brian Crossland</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>300</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Peter Cloonan</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>701</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Keith Diller</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>634</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Duane Breneman</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>225</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Chris Massey</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>

Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>5/15/24</u>	<u>Treasury</u>	<u>225</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>James McKenna</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>574</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Kurt Ruch</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>384</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Chris Mitchell</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>300</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Craig Eshenaur</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>332</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Thomas Moore</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>151</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Elizabeth Diehl</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>340</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Jacob Graham</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>550</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Ronak Patel</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>750</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Allen Kuehl</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>250</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Robert Paquette</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>705</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Greg Minard</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>1,000</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Daniel Cork</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
<u>5/15/24</u>	<u>Treasury</u>	<u>347</u>	<u>Common A</u>	<u>12.58</u>	<u>No</u>	<u>Yale Steingard</u>	<u>Employee Comp</u>	<u>Restricted</u>	<u>Rule 701</u>
Shares Outstanding on Date of This Report:									
Ending Balance:									
Date <u>6/30/2024</u>	Common: <u>4,660,336</u>								
Preferred: <u>5,969</u>									

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☒ Yes: ☐ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____

4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. Ensure that these descriptions are updated on the Company's Profile on www.OTCMarkets.com.

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Burnham Holdings, Inc. and its subsidiaries (the Company) provides the heating, ventilating, and air conditioning (HVAC) industry with thermal and interior comfort solutions for a wide range of residential, commercial, and industrial applications. Our subsidiaries are market leaders in the design, manufacture, and sale of boilers, furnaces and related HVAC products and accessories. We offer a broad line of high-value, energy- efficient products, sold under well-established brand names. Products are manufactured at facilities in the East, South, and Midwestern United States.

B. List any subsidiaries, parent company, or affiliated companies.

See Exhibit A at the end of this report.

C. Describe the issuers' principal products or services.

Our residential subsidiaries drive customer value through highly efficient, innovative products, providing interior comfort solutions for homes and small buildings. U.S. Boiler Company, Velocity Boiler Works, New Yorker Boiler Company, and Governale collectively offer a full range of residential hydronic heating products, including cast iron, stainless steel, and steel boilers, as well as cast iron and steel heat distribution products. Thermo Products offers warm air furnaces for the residential heating and cooling markets, including specialized units for the manufactured housing industry.

Commercial and industrial heating and process needs are addressed by our commercial subsidiaries, including Burnham Commercial, Bryan Steam, and Thermal Solutions. Commercial heating applications include military bases, multi-unit residential buildings, health care, government, education, and hospital facilities. Industrial applications include any project where steam or hot water is needed. Product offerings encompass a full range of cast iron, stainless steel, fire-tube, water-tube, and copper-tube boilers and water heaters, as well as boiler room accessories, for commercial and industrial applications.

Thermal InMotion complements our core manufacturing business with a complete suite of boiler rental, service and installation services.

Vertical integration of our operations is provided by subsidiaries that manufacture key product components. Every year, Casting Solutions converts tens of thousands of tons of scrap metal into boiler castings and other gray and

ductile iron castings. Painted light-gauge metal parts are made by Norwood Manufacturing and Lancaster Metal Manufacturing. Collectively, our affiliated companies offer more types and models of products and accessory equipment than any of our competitors. Our commitment to shareholder value through innovation has provided the foundation for our history of proven performance. We expect that our investment in HVAC technologies, as well as operational and product excellence, will continue to drive that foundation forward.

5) Issuer's Facilities

See Exhibit A at the end of this report.

6) All Officers, Directors, and Control Persons of the Company

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Peggy Quinlan</u>	<u>5% Owner</u>	<u>Genoa, NV</u>	<u>18,467</u>	<u>Common A</u>	<u>0.6%</u>	<u>N/A</u>
			<u>148,656</u>	<u>Common B</u>	<u>11.3%</u>	
<u>Diane DeForest</u>	<u>5% Owner</u>	<u>San Francisco, CA</u>	<u>16,000</u>	<u>Common A</u>	<u>0.5%</u>	<u>N/A</u>
			<u>90,024</u>	<u>Common B</u>	<u>6.9%</u>	
<u>Eleanor Drew</u>	<u>5% Owner</u>	<u>New York, NY</u>	<u>45,759</u>	<u>Common A</u>	<u>1.4%</u>	<u>N/A</u>
			<u>75,856</u>	<u>Common B</u>	<u>5.8%</u>	
			<u>259</u>	<u>Preferred</u>	<u>4.3%</u>	
<u>Leslie Sullivan</u>	<u>5% Owner</u>	<u>Hilton Head, SC</u>	<u>58,128</u>	<u>Common A</u>	<u>1.7%</u>	<u>N/A</u>
			<u>75,240</u>	<u>Common B</u>	<u>5.7%</u>	
			<u>260</u>	<u>Preferred</u>	<u>4.4%</u>	
<u>George W. Drew</u>	<u>5% Owner</u>	<u>Steamboat Springs, CO</u>	<u>53,514</u>	<u>Common A</u>	<u>1.6%</u>	<u>N/A</u>
			<u>70,224</u>	<u>Common B</u>	<u>5.4%</u>	
			<u>259</u>	<u>Preferred</u>	<u>4.3%</u>	
<u>Christopher Drew</u>	<u>Officer</u>	<u>Lancaster, PA</u>	<u>15,570</u>	<u>Common A</u>	<u>0.5%</u>	<u>N/A</u>
			<u>41,580</u>	<u>Common B</u>	<u>3.2%</u>	
			<u>86</u>	<u>Preferred</u>	<u>1.4%</u>	
<u>Nicholas Ribich</u>	<u>Officer</u>	<u>Lancaster, PA</u>	<u>2,235</u>	<u>Common A</u>	<u>0.1%</u>	<u>N/A</u>
<u>Melissa Devitz</u>	<u>Officer</u>	<u>Palmyra, PA</u>	<u>921</u>	<u>Common A</u>	<u><0.1%</u>	<u>N/A</u>
<u>Samantha Fugagli</u>	<u>Officer</u>	<u>Lancaster, PA</u>	<u>201</u>	<u>Common A</u>	<u><0.1%</u>	<u>N/A</u>

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Bryan O'Toole</u>	<u>Officer</u>	<u>Lancaster, PA</u>	<u>4,591</u>	<u>Common A</u>	<u>0.1%</u>	<u>N/A</u>
<u>Paul Spradling</u>	<u>Officer</u>	<u>Lancaster, PA</u>	<u>10,156</u>	<u>Common A</u>	<u>0.3%</u>	<u>N/A</u>
<u>Douglas Brossman</u>	<u>Director</u>	<u>Lancaster, PA</u>	<u>36,411</u>	<u>Common A</u>	<u>1.1%</u>	<u>N/A</u>
<u>William Dodge II</u>	<u>Director</u>	<u>Palm Beach Gardens, FL</u>	<u>6,434</u>	<u>Common A</u>	<u>0.2%</u>	<u>N/A</u>
			<u>681</u>	<u>Common B</u>	<u>0.1%</u>	
<u>John Lyman</u>	<u>Director</u>	<u>Mount Kisco, NY</u>	<u>72,474</u>	<u>Common A</u>	<u>2.2%</u>	<u>N/A</u>
			<u>71,189</u>	<u>Common B</u>	<u>5.4%</u>	
			<u>210</u>	<u>Preferred</u>	<u>3.5%</u>	
<u>Christopher Pruitt</u>	<u>Director</u>	<u>Sinking Spring, PA</u>	<u>760</u>	<u>Common A</u>	<u><0.1%</u>	<u>N/A</u>
<u>David Reeves</u>	<u>Director</u>	<u>Seattle, WA</u>	<u>12,250</u>	<u>Common A</u>	<u>0.4%</u>	<u>N/A</u>
<u>Donald Stern</u>	<u>Director</u>	<u>Great Neck, NY</u>	<u>2,063</u>	<u>Common A</u>	<u>0.1%</u>	<u>N/A</u>
<u>Laura Wand</u>	<u>Director</u>	<u>York, PA</u>	<u>3,412</u>	<u>Common A</u>	<u>0.1%</u>	<u>N/A</u>
<u>Philip Wenger</u>	<u>Director</u>	<u>Pequea, PA</u>	<u>1,063</u>	<u>Common A</u>	<u><0.1%</u>	<u>N/A</u>

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

None

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

None

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

None

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

None

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

None

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

None

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

See Note 15 of the 2023 Annual Report.

8) Third Party Service Providers

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Paul G. Mattaini, Esquire
Firm: Barley Snyder
Address 1: 126 East King Street
Address 2: Lancaster, PA 17602
Phone: 717-399-1519
Email: pmattaini@barley.com

Accountant or Auditor

Name: Michael C. Malinoski, CPA
Firm: Baker Tilly US, LLP
Address 1: 1570 Fruitville Pike, Suite 400
Address 2: Lancaster, PA 17601
Phone: 610-927-4547
Email: michael.malinoski@bakertilly.com

Investor Relations

Name: Nick Ribich
Firm: Burnham Holdings, Inc.
Address 1: 1241 Harrisburg Pike
Address 2: Lancaster, PA 17604
Phone: 717-390-7800
Email: shareholderinquiry@burnhamholdings.com
Website: www.burnhamholdings.com

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Nicholas I. Ribich
Title: Vice President and Chief Financial Officer
Relationship to Issuer: Principal Financial Officer

B. The following financial statements were prepared in accordance with:

- ☐ IFRS
☒ U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Nicholas I. Ribich
Title: Vice President and Chief Financial Officer
Relationship to Issuer: Principal Financial Officer

Describe the qualifications of the person or persons who prepared the financial statements: Over 25 years of extensive experience in accounting, auditing, finance and financial reporting in a variety of roles

Please see the 2023 Annual Report for complete, audited financial statements.

10) Issuer Certification

Principal Executive Officer:

I, Christopher R. Drew certify that:

1. I have reviewed this Disclosure Statement for Burnham Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/2/2024

/s/ CHRISTOPHER R. DREW

Principal Financial Officer:

I, Nicholas I. Ribich certify that:

1. I have reviewed this Disclosure Statement for Burnham Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

8/22/2024

/s/ NICHOLAS I. RIBICH

EXHIBIT A – Burnham Holdings, Inc. Subsidiaries

<u>Name</u>	<u>Location</u>
Burnham Holdings, Inc. ⁽¹⁾⁽³⁾	Lancaster, PA
Bryan Steam, LLC ⁽²⁾⁽³⁾	Peru, IN
Burnham, LLC ⁽²⁾⁽³⁾	Lancaster, PA
Burnham Casualty Insurance Co. ⁽⁵⁾	Burlington, VT
Burnham Financial, LLC ⁽⁵⁾	Wilmington, DE
Burnham Holdings Engineering Company, LLC ⁽⁵⁾	Lancaster, PA
Burnham Holdings Sourcing Company, LLC ⁽⁵⁾	Lancaster, PA
Burnham Services, Inc. ⁽⁵⁾	Wilmington, DE
Casting Solutions, LLC ⁽²⁾⁽³⁾	Zanesville, OH
Commercial and Industrial Thermal Solutions, LLC ⁽¹⁾⁽³⁾	Lancaster, PA
Commercial Leasing and Services, LLC ⁽¹⁾⁽³⁾	Lancaster, PA
Crown Boiler Company, LLC ⁽²⁾⁽³⁾	Philadelphia, PA
Governale Company, Inc. ⁽²⁾⁽⁴⁾	Brooklyn, NY
Heating Solutions Sales Company, LLC ⁽¹⁾⁽³⁾	Lancaster, PA
I Street Properties, LLC ⁽⁵⁾	Lancaster, PA
Lancaster Metal Manufacturing, LLC ⁽²⁾⁽³⁾	Lancaster, PA
New Yorker Boiler Company, LLC ⁽²⁾⁽³⁾	Lancaster, PA
Norwood Manufacturing, Inc. ⁽²⁾⁽³⁾	Norwood, NC
Thermal InMotion ⁽¹⁾⁽⁴⁾	Lancaster, PA
Thermal Solutions Products, LLC ⁽²⁾⁽³⁾	Lancaster, PA
Thermo Products, LLC ⁽²⁾⁽³⁾	Denton, NC
U.S. Boiler Company, LLC ⁽²⁾⁽³⁾	Lancaster, PA
Velocity Boiler Works, LLC ⁽²⁾⁽³⁾⁽⁴⁾	Philadelphia, PA

All facilities are in good condition.

1. Office
2. Manufacturing facility
3. Owned
4. Leased – our Governale facility is leased as is a storage warehouse utilized by Velocity.
5. These entities provide various support only to Burnham subsidiaries and do not utilize physical offices.

Burnham Holdings, Inc.
Consolidated Statements of Income
(In thousands, except per share amounts)
(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,	July 2,	June 30,	July 2,
	2024	2023	2024	2023
Net sales	\$ 55,391	\$ 52,167	\$ 111,394	\$ 111,701
Cost of goods sold	43,771	40,568	85,818	86,124
Gross profit	11,620	11,599	25,576	25,577
Selling, general and administrative expenses	10,488	9,940	20,510	19,982
Operating income	1,132	1,659	5,066	5,595
Other (expense) / income:				
Non-service related pension credit	113	138	250	275
Interest and investment gain	379	207	489	489
Interest expense	(533)	(687)	(829)	(1,186)
Other expense	(41)	(342)	(90)	(422)
Income before income taxes	1,091	1,317	4,976	5,173
Income tax expense	250	303	1,144	1,190
Net income	<u>\$ 841</u>	<u>\$ 1,014</u>	<u>\$ 3,832</u>	<u>\$ 3,983</u>
Earnings per share:				
Basic	\$ 0.18	\$ 0.20	\$ 0.82	\$ 0.85
Diluted	\$ 0.18	\$ 0.20	\$ 0.81	\$ 0.85
Cash dividends per share	\$ 0.23	\$ 0.22	\$ 0.46	\$ 0.44

The accompanying notes are integral to the consolidated financial statements.

Burnham Holdings, Inc.
Consolidated Balance Sheets
(In thousands)

	(Unaudited) June 30, 2024	December 31, 2023	(Unaudited) July 2, 2023
<u>ASSETS</u>			
Current Assets			
Cash and cash equivalents	\$ 6,519	\$ 5,880	\$ 6,733
Trade accounts receivable, net	22,919	31,023	24,496
Inventories, net	72,698	58,017	77,365
Costs in Excess of Billings	1,227	621	-
Prepaid expenses and other current assets	5,141	1,954	4,555
Total Current Assets	<u>108,504</u>	<u>97,495</u>	<u>113,149</u>
Property, plant and equipment, net	69,528	64,437	62,244
Lease assets	3,980	4,119	2,853
Other long-term assets	18,891	18,620	15,747
Total Assets	<u><u>\$ 200,903</u></u>	<u><u>\$ 184,671</u></u>	<u><u>\$ 193,993</u></u>
<u>LIABILITIES AND SHAREHOLDERS' EQUITY</u>			
Current Liabilities			
Accounts payable & accrued expenses	\$ 31,266	\$ 35,365	\$ 25,070
Billings in excess of costs	659	137	-
Current portion of:			
Long-term liabilities	1,171	1,171	152
Lease liabilities	989	1,051	810
Long-term debt	184	184	-
Total Current Liabilities	<u>34,269</u>	<u>37,908</u>	<u>26,032</u>
Long-term debt	45,454	27,232	56,642
Lease liabilities	2,991	3,068	2,043
Other long-term liabilities	5,599	5,933	6,148
Deferred income taxes	9,174	9,095	8,266
Shareholders' Equity			
Preferred Stock	530	530	530
Class A Common Stock	3,633	3,633	3,626
Class B Convertible Common Stock	1,311	1,311	1,318
Additional paid-in capital	10,525	11,769	11,499
Retained earnings	122,917	121,291	117,893
Accumulated other comprehensive loss	(24,442)	(24,668)	(27,529)
Treasury stock, at cost	(11,058)	(12,431)	(12,475)
Total Shareholders' Equity	<u>103,416</u>	<u>101,435</u>	<u>94,862</u>
Total Liabilities and Shareholders' Equity	<u><u>\$ 200,903</u></u>	<u><u>\$ 184,671</u></u>	<u><u>\$ 193,993</u></u>

The accompanying notes are integral to the consolidated financial statements.

Burnham Holdings, Inc.
Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Six Months Ended	
	June 30,	July 2,
	2024	2023
Cash flows from operating activities:		
Net income	\$ 3,832	\$ 3,983
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,709	2,511
Deferred income taxes	12	(58)
Provision for long-term employee benefits	(250)	(208)
Share-based compensation expense	200	357
Other reserves and allowances	194	(438)
Changes in current assets and liabilities, net of acquisition:		
Decrease in accounts receivable, net	8,067	4,716
Increase in inventories, net	(14,680)	(15,816)
(Increase) / decrease in other current assets	(2,894)	262
Decrease in accounts payable and accrued expenses	(4,692)	(9,542)
Net cash used by operating activities	(7,502)	(14,233)
Cash flows from investing activities:		
Capital expenditures	(7,796)	(4,834)
Other investing activities	(8)	(8)
Net cash used by investing activities	(7,804)	(4,842)
Cash flows from financing activities:		
Net proceeds from revolver	18,314	20,947
Repayment of term loan	(92)	-
Share-based compensation activity	(71)	(44)
Dividends paid	(2,206)	(2,089)
Net cash provided by financing activities	15,945	18,814
Net increase (decrease) in cash and cash equivalents	\$ 639	\$ (261)
Cash and cash equivalents, beginning of period	\$ 5,880	\$ 6,994
Net increase (decrease) in cash and cash equivalents	639	(261)
Cash and cash equivalents, end of period	\$ 6,519	\$ 6,733

The accompanying notes are integral to the consolidated financial statements.

Burnham Holdings, Inc.
Consolidated Statements of Shareholders' Equity
(In thousands)
(Unaudited)

	Preferred Stock	Class A Common Stock	Class B Convertible Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock, at Cost	Shareholders' Equity
Balance at December 31, 2023	\$ 530	\$ 3,633	\$ 1,311	\$ 11,769	\$ 121,291	\$ (24,668)	\$ (12,431)	\$ 101,435
Net income	-	-	-	-	2,991	-	-	2,991
Other comprehensive income, net of tax	-	-	-	-	-	253	-	253
Cash dividends declared:								
Common stock - (\$0.88 per share)	-	-	-	-	(1,065)	-	-	(1,065)
Share-based compensation: Expense recognition	-	-	-	100	-	-	-	100
Balance at March 31, 2024	\$ 530	\$ 3,633	\$ 1,311	\$ 11,869	\$ 123,217	\$ (24,415)	\$ (12,431)	\$ 103,714
Net income	-	-	-	-	841	-	-	841
Other comprehensive income, net of tax	-	-	-	-	-	(27)	-	(27)
Cash dividends declared:								
Preferred stock - 6%	-	-	-	-	(9)	-	-	(9)
Common stock - (\$0.88 per share)	-	-	-	-	(1,132)	-	-	(1,132)
Share-based compensation:								
Expense recognition	-	-	-	100	-	-	-	100
Issuance of vested shares	-	-	-	(1,444)	-	-	1,373	(71)
Balance at June 30, 2024	\$ 530	\$ 3,633	\$ 1,311	\$ 10,525	\$ 122,917	\$ (24,442)	\$ (11,058)	\$ 103,416
	Preferred Stock	Class A Common Stock	Class B Convertible Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock, at Cost	Shareholders' Equity
Balance at December 31, 2022 (as restated)	\$ 530	\$ 3,626	\$ 1,318	\$ 11,928	\$ 115,999	\$ (27,549)	\$ (13,292)	\$ 92,560
Net income	-	-	-	-	2,969	-	-	2,969
Other comprehensive income, net of tax	-	-	-	-	-	(296)	-	(296)
Cash dividends declared:								
Common stock - (\$0.88 per share)	-	-	-	-	(1,012)	-	-	(1,012)
Share-based compensation: Expense recognition	-	-	-	75	-	-	-	75
Balance at April 2, 2023	\$ 530	\$ 3,626	\$ 1,318	\$ 12,003	\$ 117,956	\$ (27,845)	\$ (13,292)	\$ 94,296
Net income	-	-	-	-	1,014	-	-	1,014
Other comprehensive income, net of tax	-	-	-	-	-	316	-	316
Cash dividends declared:								
Preferred stock - 6%	-	-	-	-	(9)	-	-	(9)
Common stock - (\$0.88 per share)	-	-	-	-	(1,068)	-	-	(1,068)
Share-based compensation:								
Expense recognition	-	-	-	357	-	-	-	357
Issuance of vested shares	-	-	-	(861)	-	-	817	(44)
Balance at July 2, 2023	\$ 530	\$ 3,626	\$ 1,318	\$ 11,499	\$ 117,893	\$ (27,529)	\$ (12,475)	\$ 94,862

The accompanying notes are integral to the consolidated financial statements.

Notes to Consolidated Financial Statements

- 1) Basic earnings per share are based upon weighted average shares outstanding for the period. Diluted earnings per share includes the effect of dilutive securities from the share-based compensation plan.
- 2) Common stock outstanding at June 30, 2024 includes 3,349,324 of Class A shares and 1,311,012 of Class B shares.
- 3) Mark-to-Market adjustments are a result of changes (non-cash) in the fair value of interest rate agreements. These agreements are used to exchange the interest rate stream on variable rate debt for payments indexed to a fixed interest rate. These non-operational, non-cash charges reverse themselves over the term of the agreements.
- 4) Accounting rules require that the funded status of pension and other postretirement benefits be recognized as a non-cash asset or liability on the consolidated balance sheet. As of December 31, 2023, plan assets exceeded projected benefit obligations (asset) while as of December 31, 2022, projected benefit obligations exceeded plan assets (liability). The resulting non-cash presentation on the consolidated balance sheet is reflected in "Other long-term assets" or "Other long-term liabilities", "Deferred income taxes", and "Accumulated other comprehensive loss", a non-cash subsection of "Shareholders' Equity" (See Note 13 of the 2023 Annual Report for more details).
- 5) This note has been expanded to include items discussed in detail within the 2023 Annual Report.

Change in Accounting Principle: as discussed in Note 1 of the 2023 Annual Report, on January 1, 2023, the Company changed the inflation index methodology used to calculate its last-in, first-out (LIFO) inventory. Certain prior year numbers have been restated where noted.

Unaudited Results and Forward-Looking Statements: The accompanying unaudited consolidated financial statements contain all material adjustments that are necessary for a fair presentation of results for such periods and are consistent with policies and procedures employed in the audited year-end consolidated financial statements. These consolidated financial statements should be read in conjunction with the Annual Report for the period ended December 31, 2023. Statements other than historical facts included or referenced in this Report are forward-looking statements subject to certain risks, trends, and uncertainties that could cause actual results to differ materially from those projected. We undertake no duty to update or revise these forward-looking statements.

Certain Significant Estimates and Risks: Certain estimates are determined using historical information along with assumptions about future events. Changes in assumptions for items such as warranties, pensions, medical cost trends, employment demographics and legal actions, as well as changes in actual experience, could cause these estimates to change.

Specific risks, such as those included below, are discussed in the Company's Quarterly and Annual Reports in order to provide regular knowledge of relevant matters. Estimates and related reserves are more fully explained in the 2023 Annual Report.

Retirement Plans: The Company has a defined benefit plan and post-retirement healthcare benefit plans (the Plan) which cover certain eligible employees and retirees. Beginning in 2003, the Plan was amended to state the newly hired, non-union employees would not be eligible to participate in the Plan. Subsequent to 2003, the benefit accrual was eliminated for all unionized new hires and active employees with the exception of a closed group of union production employees. During 2022, the Company was able to reach agreement with this final group of union production employees and freeze further accrual of pension benefits. A subsidiary of the Company contributes to a union-sponsored multi-employer defined benefit plan. Variables such as future market conditions, investment returns, and employee experience could affect results.

Medical Health Coverage: The Company and its subsidiaries are self-insured for most of the medical health insurance provided for its employees, limiting maximum exposure per occurrence by purchasing third-party stop-loss coverage.

Retiree Health Benefits: The Company pays a fixed annual amount that assists a specific group of retirees in purchasing medical and/or prescription drug coverage from providers. Additionally, certain employees electing early retirement receive a fixed dollar amount based on years of employee service to assist them in covering medical costs. These obligations are accounted for within the consolidated financial statements.

Insurance: The Company and its subsidiaries maintain insurance to cover product liability, general liability, workers' compensation, and property damage. Well-known and reputable insurance carriers provide current coverage. All policies and corresponding deductible levels are reviewed on an annual basis. Third-party administrators, approved by the Company and the insurance carriers, handle claims and attempt to resolve them to the benefit of both the Company and its insurance carriers. The Company reviews claims periodically in conjunction with administrators and adjusts recorded reserves as required.

General Litigation, including Asbestos: In the normal course of business, certain subsidiaries of the Company have been named, and may in the future be named, as defendants in various legal actions including claims related to property damage and/or personal injury allegedly arising from products of the Company's subsidiaries or their predecessors. A number of these claims allege personal injury arising from exposure to asbestos-containing material allegedly contained in certain boilers manufactured many years ago, or through the installation or removal of heating systems. The Company's subsidiaries, directly and/or through insurance providers, are vigorously defending all open asbestos cases, many of which involve multiple claimants and many defendants, which may not be resolved for several years. Asbestos litigation is a national issue with thousands of companies defending claims. While most claims have historically been resolved prior to the completion of trial, from time to time some claims

may be expected to proceed to a potentially substantial verdict against subsidiaries of the Company, which may include an award of punitive damages. Any such verdict in its totality would be subject to a potential reduction or reversal of verdict on appeal, reduction by set-offs, and/or a reduction of liability following allocation of fault among parties. The Company conducts its various businesses in separate subsidiaries, and, as a result, it believes that any potential liability of a subsidiary because of a particular claim would be limited to such subsidiary. The Company believes, based upon its understanding of its available insurance policies and discussions with legal counsel, that all pending legal actions and claims, including asbestos actions and claims, should ultimately be resolved (whether through settlements or verdicts) within existing insurance limits and reserves, or for amounts not material to the Company's financial position or results of operations. However, the resolution of litigation generally entails significant uncertainties, and no assurance can be given as to the ultimate outcome of litigation or its impact on the Company and its subsidiaries. Furthermore, the Company cannot predict the extent to which new claims will be filed in the future, although the Company currently believes that the great preponderance of future asbestos claims will be covered by existing insurance. There can be no assurance that insurers will be financially able to satisfy all pending and future claims in accordance with the applicable insurance policies, or that any disputes regarding policy provisions will be resolved in favor of the Company. On August 3, 2023, a jury rendered a verdict against one of the Company's subsidiaries for asbestos-related damages. The verdict equated to \$31.5 million of compensatory damages and \$6.5 million of punitive damages. The damage values are gross amounts without regard to setoffs, the potential for apportionment among parties (including plaintiff), and/or post-trial rulings that may reduce the damages. The subsidiary has submitted post-trial motions seeking remittitur and reduction of the verdict. No judgment has been entered at this time. The subsidiary intends to pursue an appeal of such judgment if the value is not reduced in line with the applicable case law and settlement trends. As of June 30, 2024, the Company believes it has sufficient reserves for this matter and the compensatory damages and appeal bond, if necessary, are covered by the applicable insurance policies. Verdicts of this nature are subject to potential reduction or reversal as seen in historical instances. For example, on July 23, 2013 and December 12, 2014, New York City State Court juries found numerous defendant companies, including a subsidiary of the Company, responsible for asbestos-related damages. The subsidiary, whose share of the verdicts amounted to \$42.0 million and \$6.0 million before offsets, filed post-trial motions seeking to reduce and/or overturn the verdicts, and requesting the court to grant new trials. On February 9, 2015, the trial court significantly reduced the 2013 verdicts, reducing the subsidiary's liability from \$42.0 million to less than \$7.0 million. Additionally, on May 15, 2015 the trial court reduced the subsidiary's liability in the 2014 verdict to less than \$2.0 million. Finally, on October 30, 2015, the subsidiary settled these verdicts for significantly less than the trial courts' reduced verdicts.

Litigation Expense, Settlements, and Defense: The cost for settlements, including legal and consulting fees, are disclosed in the 2023 Annual Report.

Permitting Activities (excluding Environmental): The Company's subsidiaries are engaged in various matters with respect to obtaining, amending or renewing permits required under

various laws and associated regulations in order to operate each of its manufacturing facilities. Based on the information presently available, management believes it has all necessary permits and expects that all permit applications currently pending will be routinely handled and approved.

Environmental Matters: The operations of the Company's subsidiaries are subject to a variety of federal, state, and local environmental laws. Among other things, these laws require the Company's subsidiaries to obtain and comply with the terms of a number of federal, state and local environmental regulations and permits, including permits governing air emissions, wastewater discharges, and waste disposal. The Company's subsidiaries periodically need to apply for new permits or to renew or amend existing permits in connection with ongoing or modified operations. In addition, the Company generally tracks and tries to anticipate any changes in environmental laws that might relate to its ongoing operations. The Company believes its subsidiaries are in material compliance with all environmental laws and permits.

As with all manufacturing operations in the United States, the Company's subsidiaries can potentially be responsible for response actions at disposal areas containing waste materials from their current or former operations. In the past five years, the Company has not received any notice that it or its subsidiaries might be responsible for remedial clean-up actions under government supervision. However, one issue covered by insurance policies remains open as of this date and is fully disclosed in the 2023 Annual Report. While it is not possible to be certain whether or how any new or old matters will proceed, the Company does not presently have reason to anticipate incurring material costs in connection with any matters.