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

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of 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)

Part II Basic Plan Information—enter all requested information

1a Name of plan
FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/01/1984

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)

FLEETPRIDE, INC.

600 E LAS COLINAS BLVD
SUITE 400
IRVING, TX 75039

2b Employer Identification Number (EIN)
63-0681070

2c Plan Sponsor's telephone number
469-249-7786

2d Business code (see instructions)
441300

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.	09/30/2019	BETH CORL
	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 [X] Same as Plan Sponsor	**3b**	Administrator's EIN
		3c	Administrator's telephone number
4	If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b**	EIN
		4d	PN
5	Total number of participants at the beginning of the plan year	**5**	4785
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)**	3613
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	3475
b	Retired or separated participants receiving benefits	**6b**	17
c	Other retired or separated participants entitled to future benefits	**6c**	1152
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	4644
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	22
f	Total. Add lines **6d** and **6e**.	**6f**	4666
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	4318
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	681
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2F 2G 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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)** [X] **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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] ___ **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [X] **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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE, INC.

D Employer Identification Number (EIN)
63-0681070

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).. . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

PRECEPT ADVISORY GROUP LLC

63-0681070

(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?
16 27 57	INVESTMENT ADVISOR	122043	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	30967	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

WHITLEYPENN

75-2393478

(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	ACCOUNTANT/AUDITOR	29164	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)

(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 ☐

(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 ☐

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2010 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2015 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2020 R4 - AMERICAN FU 95-2566717	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2025 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2030 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2035 R4 - AMERICAN FU 95-2566717	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2040 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2045 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2050 R4 - AMERICAN FU 95-2566717	0.35%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2055 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
AF TRGT DATE 2060 R4 - AMERICAN FU 95-2566717	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
CONESTOGA SM CAP INV - ULTIMUS FUN 31-1663251	0.40%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
DODGE & COX STOCK - DST ASSET MANA PO BOX 219432 KANSAS CITY, MO 64121	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
EV ATL CAP SMID-CP I - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
MFS INTL DIVRSN R4 - MFS SERVICE C 04-2865649	0.15%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
PIONEER BOND Y - DST ASSET MANAGER PO BOX 219432 KANSAS CITY, MO 64121	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(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.
WM BLAIR SM CP VAL I - DST ASSET M PO BOX 219432 KANSAS CITY, MO 64121	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE, INC.

D Employer Identification Number (EIN)
63-0681070

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MELLON STABLE VALUE

b Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
11-3152987-000	C	844883

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE, INC.

D Employer Identification Number (EIN)
63-0681070

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	7716077	7793769
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	3397061	2903088
(9) Value of interest in common/collective trusts	1c(9)	2	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	97379863	93846815
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	33	844883

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	108493036	105388555
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	108493036	105388555

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)	1285535	
	(B) Participants	2a(1)(B)	8860365	
	(C) Others (including rollovers)	2a(1)(C)	1632358	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		11778258
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	109966	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	119975	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		229941
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4434877	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4434877
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(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)		-2212
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-9729956
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		6710908
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11448552	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		11448552
f Corrective distributions (see instructions)	2f		38168
g Certain deemed distributions of participant loans (see instructions)	2g		34478
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	182173	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		182173
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		11703371
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-4992463
l Transfers of assets:			
(1) To this plan	2l(1)		1887982
(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) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

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

(1) Name: WHITLEY PENN LLP **(2)** EIN: 75-2393478

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, 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.

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	

			Yes	No	Amount
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		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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		845
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		X	

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
FLEETPRIDE, INC.

D Employer Identification Number (EIN)
63-0681070

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**

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): 04-6568107

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 contributed more than 5% of total contributions to the plan during the plan year (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 participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**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) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

FLEETPRIDE INC.
RETIREMENT & SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2018 and 2017
with Report of Independent Auditors

FLEETPRIDE INC.
RETIREMENT & SAVINGS PLAN

FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE

Years Ended December 31, 2018 and 2017

Table of Contents

Report of Independent Auditors 1

Financial Statements:

Statements of Net Assets Available for Benefits 3

Statements of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

Supplemental Schedule:

Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 14

whitleypenn

640 Taylor Street
Suite 2200
Fort Worth, Texas 76102
817.259.9100 Main

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REPORT OF INDEPENDENT AUDITORS

To the Administrative Committee of the
FleetPride Inc. Retirement & Savings Plan

We were engaged to audit the accompanying financial statements of the FleetPride Inc. Retirement & Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2018 and 2017, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with Department of Labor Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Fort Worth, Texas
September 18, 2019

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31, 2018	December 31, 2017
Assets		
Investments, at fair value	$ 102,485,467	$ 105,095,975
Receivables:		
Participant	35,185	29,540
Employer	5,750	4,711
Notes receivable from participants	2,903,088	3,397,061
Total receivables	2,944,023	3,431,312
Total assets	105,429,490	108,527,287
Liabilities		
Excess contributions payable	-	35,731
Net assets available for benefits	$ 105,429,490	$ 108,491,556

See accompanying notes to financial statements.

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year Ended December 31, 2018	2017
Additions to Net Assets		
Investment income (loss):		
Net realized and unrealized gain (loss) on investments	$ (9,729,954)	$ 12,990,149
Interest and dividends	4,542,633	3,930,350
Total investment income (loss), net	(5,187,321)	16,920,499
Interest income from notes receivable from participants	138,590	114,131
Contributions:		
Participant	8,866,009	7,817,158
Rollover	1,632,358	853,383
Employer	1,286,574	1,307,541
Total contributions	11,784,941	9,978,082
Total additions to net assets	6,736,210	27,012,712
Deductions from Net Assets		
Benefits paid to participants	11,504,085	9,394,041
Administrative expenses	182,173	100,744
Total deductions from net assets	11,686,258	9,494,785
Net increase (decrease) in net assets available for benefits	(4,950,048)	17,517,927
Plan transfer (Note A)	1,887,982	-
Net assets available for benefits at beginning of year	108,491,556	90,973,629
Net assets available for benefits at end of year	$ 105,429,490	$ 108,491,556

See accompanying notes to financial statements.

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2018 and 2017

A. Description of the Plan

General

The following brief description of the FleetPride Inc. Retirement & Savings Plan (the "Plan") is provided for general information purposes only. The Plan is sponsored by FleetPride, Inc. (the "Company"). Participants should refer to the Plan document for more complete information. The Company's corporate offices are located in Irving, Texas.

The Plan was effective September 1, 1984, restated effective May 26, 2015, most recently amended May 1, 2018, and is a defined contribution plan. All employees of the Company are eligible to participate in the Plan, except for those employees covered by a collective bargaining agreement. The Plan was amended effective May 1, 2018 as a result of the Truck Parts and Equipment, Inc. 401(k) Plan being merged into the Plan. The Plan is administered by the Administrative Committee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute up to 25% of pre-tax and / or after-tax annual compensation, as defined by the Plan. The Plan was amended on January 2, 2018 to allow for Roth contributions. Contributions are subject to limitations on annual additions and other limitations imposed by the Internal Revenue Code (the "Code") as defined in the Plan document. Eligible participants may make rollover contributions to the Plan.

Participants who are eligible to make salary deferral contributions under the Plan and who have attained age 50 before the close of the year may make catch-up contributions in accordance with, and subject to, the limitations imposed by the Code.

The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rates set at four percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant.

The Plan allows for non-discretionary matching employer contributions, which are calculated based on 25% of the first 4% of the eligible participant's compensation contributed to the Plan, not to exceed 1%. In 2018 and 2017, the Company's non-discretionary matching contributions totaled approximately $1,483,000 and $1,308,000, respectively. In 2018 and 2017, the Company applied forfeitures of approximately $196,000 and $14,000, respectively, to reduce matching contributions.

A. Description of the Plan – continued

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of: (a) the Company's contributions and (b) Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Vesting in the Company's additional non-discretionary contributions is based on years of continuous service, and a participant is 100% vested after five years of credited service at a rate of 20% vesting per year.

Notes Receivable from Participants

Participants may borrow from their accounts, at the discretion of the plan administrator, a minimum of $1,000 up to a maximum of the lesser of $50,000 or 50% of the vested account balances. Loan terms range from one to five years, or up to twenty years for the purchase of a primary residence. The notes receivable from participants are secured by the balances in the participants' accounts and bear interest at a fixed rate established at the time of the loans. Effective January 19, 2018, the Plan was amended to limit the maximum number of loans outstanding at one time to one. As of December 31, 2018 and 2017, interest rates range from 3.25% to 5.75%. Principal and interest are paid ratably through weekly or biweekly payroll deductions.

Benefit Payments

Participants withdrawing during the year for reasons of service, disability, retirement, death, or termination are entitled to their vested account balances. Benefits may be paid as a lump-sum distribution or, in accordance with procedures established by the Administrative Committee, in substantially equal installments to the participant. If withdrawing participants are not entitled to their entire account balances, the amounts not received are forfeited.

Certain in-service withdrawals are allowed. A participant may also elect to withdrawal all or a portion of their vested account balance while employed after reaching aged 59 ½. A participant may receive a hardship distribution from salary reduction contributions if the distribution is: (1) on account of uninsured medical expenses incurred by the participant, his/her spouse, or dependents; (2) to purchase (excluding mortgage payments) a principal residence of the participant; (3) for the payment of post-secondary tuition expenses; (4) needed to prevent eviction of the participant from his/her principal residence or foreclosure upon the mortgage of the participant's principal residence; (5) for the payment of funeral or burial expenses for the participant's deceased parent, spouse, child, or dependent; or, (6) expenses for the repair of damage to the participant's principal residence that would qualify for a casualty loss deduction under Code section 165.

A. Description of the Plan – continued

Forfeitures

Forfeited balances of terminated participants' non-vested accounts are used to offset employer non-discretionary contributions and pay any administrative expenses of the Plan. The unallocated forfeited balances as of December 31, 2018 and 2017, were approximately $152,000 and $284,000, respectively.

Investment Options

Upon enrollment in the Plan, a participant may direct his/her salary deferrals in 1% increments into any of the Plan's investment options.

Plan Expenses

Employees of the Company perform certain administrative functions with no compensation from the Plan. In accordance with Plan provisions, the Company pays substantially all costs relating to asset charges and recordkeeping. All significant administrative expenses are paid by the Company and are not reflected in the accompanying financial statements.

Transfer In

Effective May 1, 2018, the Trucks Parts and Equipment, Inc. 401(k) Plan merged into the Plan. Assets transferred into the Plan as a result of the merger totaled approximately $1,888,000 during 2018.

B. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from these estimates.

Contributions

Contributions from the Company and participants are accrued as they become obligations of the Company, as determined by the Plan's administrator, and in the period in which they are deducted, in accordance with salary deferral agreements.

B. Summary of Significant Accounting Policies – continued

Investment Valuation and Income

The investments of the Plan are stated at fair value as of the end of the year and are subject to market or credit risks customarily associated with equity investments. Fair value measurements are determined in accordance with GAAP, which defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about assets and liabilities measured at fair value. See Note C for information related to the Plan's valuation methodologies under GAAP.

Investment gains and losses are accounted for using the average cost basis of the securities sold. The net realized and unrealized gains and losses on investments include realized gains and losses on sales of investments during the year and unrealized increases or decreases in the market value of investments held at year-end. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable from Participants

Notes receivable from participants are recorded at the unpaid principal balance.

Payment of Benefits

Benefits are recorded when paid.

C. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and establishes a three-tier hierarchy that is used to identify assets and liabilities measured at fair value. The hierarchy focuses on the inputs used to measure fair value and requires that the lowest level input be used.

The three levels defined in GAAP are as follows:

- Level 1 — observable inputs that are based upon quoted market prices for identical assets or liabilities within active markets.

- Level 2 — observable inputs other than Level 1 that are based upon quoted market prices for similar assets or liabilities, based upon quoted prices within inactive markets, or inputs other than quoted market prices that are observable through market data for substantially the full term of the asset or liability.

C. Fair Value Measurements – continued

- Level 3 — inputs that are unobservable for the particular asset or liability due to little or no market activity and are significant to the fair value of the asset or liability. These inputs reflect assumptions that market participants would use when valuing the particular asset or liability. The Plan held no Level 3 assets as of December 31, 2018 and 2017.

GAAP requires that the methodologies used to measure the fair value of assets and liabilities be described. The methodology used to measure each major category of investments is described below. There have been no changes in the methodologies used at December 31, 2018 and 2017.

- Mutual funds are measured using quoted market prices available on an active market and classified within Level 1 of the valuation hierarchy.

- Money market funds are valued at amortized cost, which approximates fair value, and are classified within Level 2 of the valuation hierarchy.

- Common/collective trust is valued at the net asset value ("NAV") of the fund. The NAV is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported NAV. Participant transactions (purchases and sales) may occur daily.

The following table details the Plan's investments by level, within the fair value hierarchy, as of December 31, 2018 and 2017.

	2018		
	Level 1	**Level 2**	**Total**
Mutual funds	$ 93,846,815	$ -	$ 93,846,815
Money market fund	-	7,793,769	7,793,769
Total investments in the fair value hierarchy	$ 93,846,815	$ 7,793,769	101,640,584
Investments measured at net asset value (a)			844,883
Total investments at fair value			$102,485,467

(a) In accordance with GAAP, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

C. Fair Value Measurements – continued

	2017		
	Level 1	**Level 2**	**Total**
Mutual funds	$ 97,379,898	$ -	$ 97,379,898
Money market fund	-	7,716,077	7,716,077
Total investments at fair value	$ 97,379,898	$ 7,716,077	$105,059,975

These items are classified in their entirety based on the lowest priority level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the placement of assets and liabilities within the levels of the fair value hierarchy. For the years ended December 31, 2018 and 2017, there were no transfers between levels.

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2018. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

Investment	**Fair Value**	**Unfunded Commitments**	**Redemption Frequency (If Currently Eligible)**	**Redemption Notice Period**
Mellon Stable Value Fund	$844,883	N/A	Daily	12 months

D. Information Certified by the Trustee

The plan administrator elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator limited auditing procedures with respect to the investment information certified by the trustee, which included total investments as of December 31, 2018 and 2017, the total investment income (loss) for the years ended December 31, 2018 and 2017, and all information included in the supplemental schedule Form 5500, schedule H, line 4i – schedule of assets (held at end of year).

E. Tax Status

The Plan has adopted the Fidelity Volume Submitted Profit Sharing Plan, which has received a favorable advisory letter dated March 31, 2014. The advisory letter states that the form of the prototype plan is acceptable under Section 401 of the Code. The Company may rely on this letter with respect to the qualification of the Plan under Code Section 401(a) with certain limitations. The plan administrator believes the Plan has been operated in compliance with the applicable requirements of the Code and, therefore, the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2018, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

F. Plan Termination

Although it has not expressed any intention to do so, the Company has the right to terminate the Plan subject to the provisions set forth in ERISA. In the event the Plan is terminated, all amounts credited to participants' accounts will become 100% vested.

G. Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, a person who owns 50% or more of such an employer or employee organization, or relatives of such persons.

The Plan invests in shares of mutual funds and a money market fund managed by Fidelity Management Trust Company, the trustee, and its affiliates. Transactions in such investments, as well as notes receivable from participants, qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. The Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are party-in-interest transactions under ERISA.

H. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits as of December 31, 2018 and 2017, per the accompanying financial statements to the Form 5500:

	2018	2017
Net assets available for benefits per the financial statements	$105,429,490	$108,491,556
Contributions receivable	(40,935)	(34,251)
Excess contributions payable	-	35,731
Net assets available for benefits per the Form 5500	$105,388,555	$108,493,036

The following is a reconciliation of the net change in net assets available for benefits for the years ended December 31, 2018 and 2017, per the accompanying financial statements to the Form 5500:

	2018	2017
Net change in net assets available for benefits per the financial statements	$ (4,950,048)	$ 17,517,927
Plus: prior year contributions receivable	34,251	1,109,383
Less: current year contributions receivable	(40,935)	(34,251)
Less: prior year excess contributions payable	(35,731)	(52,953)
Plus: current year excess contributions payable	-	35,731
Net change in net assets available for benefits per the Form 5500	$ (4,992,463)	$ 18,575,837

The reconciling items noted above are due to the difference in the method of accounting used in preparing the Form 5500 as compared to the Plan's financial statements. Additionally, there are differences between the reporting of certain investment line items within the fair value hierarchy in Note C and the Form 5500 for the Mellon Stable Value Fund because the Mellon Stable Value Fund is not a direct filing entity and thus required to be reported at the underlying investment level in the Form 5500 and supplemental schedules.

I. Subsequent Events

In preparing the accompanying financial statements, management of the Company has evaluated all subsequent events and transactions for potential recognition or disclosure through September 18, 2019, the date the financial statements were available for issuance.

SUPPLEMENTAL SCHEDULE

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 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
Mutual funds:				
*	Fidelity	Growth Company Fund	**	$ 18,421,989
	American Funds	2025 Target Date Retirement Fund	**	9,616,896
	American Funds	2030 Target Date Retirement Fund	**	8,762,544
	American Funds	2020 Target Date Retirement Fund	**	7,418,890
*	Fidelity	Fidelity 500 Index	**	6,681,223
	Dodge & Cox	Stock Fund	**	5,696,081
	American Funds	2035 Target Date Retirement Fund	**	5,313,864
*	Fidelity	Fidelity Mid Cap Index	**	4,417,931
	American Funds	2040 Target Date Retirement Fund	**	4,281,534
	Boston Financial	Pioneer Bond Y	**	4,036,180
	MFS	MFS International Diversification Fund Class R4	**	3,567,320
	American Funds	2045 Target Date Retirement Fund	**	3,452,648
	American Funds	2050 Target Date Retirement Fund	**	2,983,126
	American Funds	2015 Target Date Retirement Fund	**	2,144,498
	American Funds	2055 Target Date Retirement Fund	**	1,852,684
	Conestoga	Low Price Stock Fund	**	1,738,190
	WM Blair	Small Cap Value Investor Fund	**	1,642,487
	American Funds	2060 Target Date Retirement Fund	**	761,106
	American Funds	2010 Target Date Retirement Fund	**	427,505
*	Fidelity	Fidelity US Bond Index	**	196,090
	Victory Sycamore	Established Value Fund Class R6	**	194,391
	Eaton Vance	Atlanta Capital SMid-Cap I Fund	**	165,000
*	Fidelity	Fidelity International Index	**	74,638
	Total mutual funds			93,846,815
Money market fund:				
*	Fidelity	Government Money Market Portfolio	**	7,793,769
Common/collective trust fund:				
	BlackRock 1-3 Year Credit Bond Index Non-Lendable Fund		**	9,981
	BlackRock 1-3 Year Credit Bond Index Non-Lendable Fund		**	36,522
	BlackRock 1-3 Year Government Bond Index Fund		**	13,165
	BlackRock 1-3 Year Government Bond Index Fund		**	25,567
	BlackRock Asset-Backed Securities Index Fund		**	22,519
	BlackRock Asset-Backed Securities Index Fund		**	21,905
	BlackRock Commercial Mortgage-Backed Securities Fund		**	4,274
	BlackRock Commercial Mortgage-Backed Securities Index Fund		**	4,414
	BlackRock Intermediate Government Bond Index Fund		**	13,229
	BlackRock Intermediate Term Credit Bond Index Fund		**	33,068

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 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
Common/collective trust fund (continued):				
	BlackRock Intermediate Term Credit Bond Index Fund		**	$ 5,482
	BlackRock Mortgage-Backed Securities Index Fund		**	29,104
	BlackRock Mortgage-Backed Securities Index Fund		**	28,098
	Northern Trust Collective 1-10 Year Intermediate Credit Bond Index Fund		**	4,360
	Northern Trust Collective 1-10 Year Intermediate Credit Bond Index Fund		**	11,134
	Northern Trust Collective 1-10 Year Intermediate Government Bond Index Fund		**	2,175
	Northern Trust Collective 1-10 Year Intermediate Government Bond Index Fund		**	2,532
	Northern Trust Collective Asset-Backed Securities Bond Index Fund		**	9,668
	Northern Trust Collective Asset-Backed Securities Bond Index Fund		**	10,106
	Northern Trust Collective Daily 1-5 Year Credit Bond Index Fund		**	12,338
	Northern Trust Collective Daily 1-5 Year Credit Bond Index Fund		**	6,323
	Northern Trust Collective Mortgage-Backed Securities Index Fund		**	11,139
	Northern Trust Collective Mortgage-Backed Securities Index Fund		**	11,643
	Northern Trust Collective Short Term Government Bond Index Fund		**	7,015
	Northern Trust Collective Short Term Government Bond Index Fund		**	7,077
	Prudential Core Conservative Intermediate Bond Fund		**	93,626
	The Bank of New York Mellon Collective Trust Government Short Term Investn		**	668
	The Bank of New York Mellon Collective Trust Government Short Term Investn		**	83,320
	21ST Century Fox America, 3, due 9/15/2022		**	204
	Abbott Laboratories, 2.9, due 11/30/2021		**	320
	AEP Texas Cent Trans Fndg, 1.98%, due 6/1/2021		**	150
	AEP Texas Cent Trans Fndg, 1.98%, due 6/1/2021		**	2,182
	Aetna Inc., 2.8, due 6/15/2023		**	426
	Alexandria Real Estate, 4.6, due 4/01/2022		**	339
	Altria Group Inc., 2.85, due 8/9/2022		**	208
	Amazon.com Inc., 2.4, due 2/22/2023		**	212
	American Express Credit, 2.6, due 9/14/2020		**	174
	American Intl Group, 3.375, due 8/15/2020		**	215
	American Intl Group, 4.875, due 6/1/2022		**	202
	American Tower Corp, 3, due 6/15/2023		**	417
	Ameriprise Financial Inc., 4, due 10/15/2023		**	211
	Amgen Inc., 2.65, due 5/11/2022		**	426
	Anheuser-Busch Co/Inbev, 3.65, due 2/1/2026		**	468
	Asian Development Bank, 2.25, due 1/20/2021		**	621
	AT&T Inc. - Global, 3.875, due 8/15/2021		**	195
	AT&T Inc., 3.2, due 3/1/2022		**	486
	Bank of America Corp, 3.248, due 10/21/2027		**	429
	Bank of America Corp, 3.419, due 12/20/2028		**	206
	BANK, 2.00%, due 5/15/2050		**	191

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 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
Common/collective trust fund (continued):				
	BANK, 2.99%, due 6/15/2060		**	$ 262
	Barclays PLC, 3.2, due 8/10/2021		**	321
	Barclays Plc, 3.25, due 1/12/2021		**	131
	Berkshire Hathaway Energy, 2.8, due 1/15/2023		**	165
	Berkshire Hathaway Inc., 3.125, due 3/15/2026		**	605
	BMW Vehicle Lease Trust, 1.43%, due 9/20/2019		**	95
	BMW Vehicle Lease Trust, 1.43%, due 9/20/2019		**	379
	Boa Commercial Mtge Inc., 1.96%, due 2/15/2050		**	190
	BP Capital Markets Plc, 2.315, due 2/13/2020		**	402
	Broadcom Corp, 3, due 1/15/2022		**	315
	Capital One Multi Trust, 2.00%, due 1/17/2023		**	3,713
	Capital One Multi Trust, 2.08%, due 3/15/2023		**	830
	CarMax Auto Owner Trust 2017-1, 1.98, due 11/15/2021		**	552
	CarMax Auto Owner Trust 2017-2, 1.63, due 6/15/2020		**	19
	CarMax Auto Owners Trust, 1.40%, due 8/15/2021		**	679
	CarMax Auto Owners Trust, 1.98%, due 11/15/2021		**	1,500
	CarMax Auto Owners Trust, 1.98%, due 11/15/2021		**	240
	CarMax16-3 A4, 1.6, due 1/18/2021		**	698
	CarMax17-4 A4, 2.33, due 5/15/2023		**	181
	Case New Holland, 1.66%, due 11/16/2020		**	334
	Case New Holland, 2.08%, due 2/15/2023		**	2,926
	Caterpillar Fin Srvc Corp, 1.7, due 8/9/2021		**	351
	CD17-CD4 A1, 2.012, due 5/10/2050		**	525
	Celgene Corp, 3.25, due 2/20/2023		**	342
	Centerpnt Energy Trans Co, 2.16%, due 10/15/2021		**	1,315
	CGCMT16-P4 A2, 2.45, due 7/10/2049		**	647
	Charter Comm OPT LLC/Cap, 4.464, due 7/23/2022		**	213
	Chevron Corp, 2.427, due 6/24/2020		**	118
	Citigroup Comm Mtge Trust, 2.01%, due 4/14/2050		**	214
	Citigroup Comm Mtge Trust, 2.45%, due 7/10/2049		**	1,235
	Citigroup Inc., 2.45, due 1/10/2020		**	746
	Coca-Cola Co, 1.55, due 9/1/2021		**	219
	Coca-Cola, 1.55%, due 9/1/2021		**	513
	Comcast Corp, 3.7, due 4/15/2024		**	381
	Comcast Corporation, 3.15, due 3/1/2026		**	210
	Commercial Mortgage Pass, 1.52%, due 10/10/2049		**	826
	Commercial Mortgage Pass, 1.68%, due 12/10/2045		**	59
	Commercial Mortgage Pass, 3.15%, due 2/10/2047		**	802
	Concho Resources Inc., 3.75, due 10/1/2027		**	110

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 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
Common/collective trust fund (continued):				
	CSX Corp, 2.6, due 11/1/2026		**	$ 269
	CSX Corp, 3.35, due 11/1/2025		**	215
	CVS Corp, 2.8, due 7/20/2020		**	664
	CVS Corp, 3.7, due 3/9/2023		**	376
	Daimler Finance NA LLC, 2.45, due 5/18/2020		**	450
	Discover Card Mstr Trust, 1.67%, due 1/18/2022		**	327
	Discover Card Mstr Trust, 1.88%, due 2/15/2023		**	3,888
	Discover Card Mstr Trust, 3.32%, due 3/15/2024		**	500
	Dominion Resources Inc., 2, due 8/15/2021		**	655
	DTE Energy Co, 3.3, due 6/15/2022		**	215
	Energy Transfer Partners LP, 4.2, due 4/15/2027		**	205
	Energy Transfer Partners LP, 5.2, due 2/01/2022		**	207
	EQT Corp, 3.9, due 10/1/2027		**	63
	European Investment Bank, 2.375, due 5/13/2021		**	798
	European Investment Bank, 2.5, due 3/15/2023		**	560
	FHMS-K725 A1, 2.666, due 5/25/2023		**	1,238
	Ford Credit Auto Owner Trust, 2.44, due 1/15/2027		**	653
	Ford Credit Floorplan Master O, 1.76, due 2/15/2021		**	720
	GE Capital Credit Card Master, 2.22, due 1/15/2022		**	659
	Gilead Sciences Inc., 2.55, due 9/1/2020		**	411
	Glencore Funding LLC, 3, due 10/27/2022		**	101
	GM Financial Automobile Leasing, 1.61, due 12/20/2019		**	117
	Goldman Sachs Group Inc., 2.75, due 9/15/2020		**	702
	Goldman Sachs Group Inc., 3, due 4/26/2022		**	161
	Govt Natl Mortgage Assoc, 4.00%, due 6/16/2038		**	953
	GSMS15-GC34 A2, 2.075, due 10/10/2048		**	616
	GSMS16-GS2 A2, 2.635, due 5/10/2049		**	635
	Health Care REIT Inc., 4.95, due 1/15/2021		**	303
	Honda Auto Receivables, 1.22, due 12/18/2019		**	56
	Inter American Dev Bank, 2.5, due 1/18/2023		**	575
	Internatl Bank Recon Dev, 2, due 1/26/2022		**	584
	Intl Business Machines, 1.875, due 5/15/2019		**	394
	John Deere Capital Corp, 2.8, due 3/6/2023		**	130
	John Deere Capital Corp, 3.65, due 10/12/2023		**	336
	John Deere Owner Trust, 1.78%, due 4/15/2021		**	173
	John Deere Owner Trust, 1.78%, due 4/15/2021		**	547
	Johnson & Johnson, 1.875, due 12/5/2019		**	327
	JPMBB Commercial Mortgage, 3.05%, due 4/15/2047		**	2,448
	Key Bank NA, 2.5, due 11/22/2021		**	162

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 002

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Common/collective trust fund (continued):				
	Kinder Morgan Inc./DE, 4.3, due 6/1/2025		**	$ 421
	Kraft Foods Group Inc., 3.5, due 6/6/2022		**	131
	Kraft Foods Group Inc., 5.375, due 2/10/2020		**	137
	Kraft Heinz Foods Co, 2.8, due 7/2/2020		**	215
	Kredit Fuer Wiederaufbau, 2.375, due 12/29/2022		**	450
	Lloyds TSB Bank Plc, 3.1, due 7/6/2021		**	305
	Maple Escrow Sub, 4.057, due 5/25/2023		**	214
	Medtronic Inc., 3.5, due 3/15/2025		**	229
	Mercedes-Benz Auto, 3.03%, due 1/17/2023		**	2,113
	Minnesota Mining & Mfg, 1.625, due 6/15/2019		**	327
	Minnesota Mining & MFG, 1.625, due 9/19/2021		**	255
	Morgan Stanley BAML Trust, 1.60%, due 5/15/2049		**	529
	Morgan Stanley BAML Trust, 2.92%, due 2/15/2047		**	739
	Morgan Stanley Capital, 1.95%, due 6/15/2050		**	1,687
	Morgan Stanley Capital, 3.32%, due 12/15/2051		**	996
	Morgan Stanley Dean Witter, 2.625, due 11/17/2021		**	345
	MPLX LP, 4.125, due 3/1/2027		**	216
	MSBAM13-C13 ASB, 3.557, due 11/15/2046		**	670
	Mylan NV, 3.15, due 6/15/2021		**	200
	Narot16-A A4, 1.59, due 7/15/2022		**	636
	Nissan Auto Rec OT, 1.74%, due 8/16/2021		**	261
	Nissan Auto Rec OT, 1.75%, due 10/15/2021		**	1,172
	Nissan Auto Rec OT, 3.22%, due 6/15/2023		**	996
	Nissan Auto Receivables 2017-A, 1.74, due 8/16/2021		**	656
	Oscar 2017-2A A3, 2.45, due 12/10/2021		**	39
	Oscar 2017-2A A4, 2.76, due 12/10/2024		**	52
	Oscar 2018-1A A4, 3.5, due 5/12/2025		**	436
	Oscar 2018-2A A4, 3.63, due 9/10/2025		**	318
	Philip Morris Intl Inc., 2.375, due 8/17/2022		**	507
	PNC Bank NA, 2.625, due 2/17/2022		**	780
	Public Service NH, 3.09%, due 2/1/2026		**	1,013
	Royal Bank of Canada, 2.75, due 2/1/2022		**	485
	Santander Retail Auto Lease Tr, 2.22, due 1/20/2021		**	441
	Sempra Energy, 3.4, due 2/1/2028		**	174
	Shire ACQ Inv Ireland DA, 2.4, due 9/23/2021		**	192
	Simon Property Group Inc., 2.75, due 2/1/2023		**	194
	Sprint Spectrum Co LLC, 4.738, due 9/20/2029		**	181
	Thermo Fisher Scientific, 3.6, due 8/15/2021		**	218
	Time Warner Inc., 4.75, due 3/29/2021		**	434

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 002

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Common/collective trust fund (continued):				
	Toronto-Dominion Bank, 2.25, due 11/5/2019		**	$ 656
	ToyotaAuto Rec Ownr Trust, 1.30%, due 4/15/2020		**	602
	Transcanada Pipelines Ltd, 4.25, due 5/15/2028		**	216
	UBS Comm Mortgage Trust, 3.00%, due 8/15/2050		**	198
	UBS Comm Mortgage Trust, 3.40%, due 5/10/2045		**	2,390
	United Technologies Corp, 2.3, due 5/4/2022		**	126
	Unitedhealth Group Inc., 2.125, due 3/15/2021		**	399
	US Bancorp, 2.625, due 1/24/2022		**	341
	US Bancorp, 3, due 3/15/2022		**	333
	Ventas Realty LP, 3.1, due 1/15/2023		**	221
	Visa Inc., 2.15, due 9/15/2022		**	215
	Waste Management Inc., 2.9, due 9/15/2022		**	294
	Wells Fargo & Co, 2.1, due 7/26/2021		**	743
	Wells Fargo & Co, 2.6, due 7/22/2020		**	316
	Wells Fargo Comm Mortgage, 2.50%, due 10/15/2049		**	943
	WF RBS Comm Mort Trust, 3.67%, due 11/15/2044		**	377
	WFRBS11-C5 A4, 3.667, due 11/15/2044		**	638
	WFRBS13-C17 ASB, 3.558, due 12/15/2046		**	134
	World Omni Auto Rec, 1.30%, due 2/15/2022		**	824
	Northern Trust Collective Commercial Mortgage-Backed Securities Index Fund		**	1,695
	Northern Trust Collective Commercial Mortgage-Backed Securities Index Fund		**	1,771
	Other assets less liabilities		**	14,994
	Voya Multi-Sector Short Duration Trust Fund		**	42,501
	New York Life		**	78,079
	Fannie Mae REMIC Trust 2011-49, 4, due 5/25/2041		**	85
	Fannie Mae REMIC Trust 2014-64, 3, due 12/25/2037		**	264
	Fannie Mae, 2.00%, due 12/25/2022		**	140
	Fannie Mae, 2.00%, due 12/25/2022		**	607
	Fannie Mae, 2.5, due 11/1/2027		**	92
	Fannie Mae, 2.5, due 12/01/2027		**	38
	Fannie Mae, 2.5, due 2/01/2028		**	103
	Fannie Mae, 2.50%, due 4/25/2038		**	1,044
	Fannie Mae, 2.50%, due 5/25/2020		**	-
	Fannie Mae, 2.50%, due 7/25/2030		**	1,111
	Fannie Mae, 2.75%, due 6/25/2020		**	4
	Fannie Mae, 2.868, due 1/01/2048		**	1,034
	Fannie Mae, 2.969, due 8/01/2047		**	652
	Fannie Mae, 3, due 1/01/2028		**	63
	Fannie Mae, 3, due 11/01/2045		**	1,841

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2018

EIN: 63-0681070
Plan #: 002

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Common/collective trust fund (continued):				
	Fannie Mae, 3, due 11/01/2046		**	$ 1,325
	Fannie Mae, 3.00%, due 6/25/2040		**	620
	Fannie Mae, 3.00%, due 8/25/2038		**	1,361
	Fannie Mae, 3.016, due 9/01/2047		**	1,361
	Fannie Mae, 3.135, due 9/01/2047		**	549
	Fannie Mae, 3.163, due 2/01/2047		**	735
	Fannie Mae, 3.5, due 1/01/2026		**	80
	Fannie Mae, 3.5, due 12/01/2046		**	1,939
	Fannie Mae, 3.5, due 12/01/2047		**	1,785
	Fannie Mae, 3.5, due 8/01/2026		**	743
	Fannie Mae, 3.50%, due 1/25/2023		**	1,642
	Fannie Mae, 3.50%, due 10/25/2024		**	2,242
	Fannie Mae, 3.50%, due 12/25/2034		**	982
	Fannie Mae, 3.50%, due 5/25/2041		**	262
	Fannie Mae, 3.50%, due 6/25/2033		**	442
	Fannie Mae, 4, due 12/01/2037		**	1,575
	Fannie Mae, 4.00%, due 11/25/2024		**	656
	Fannie Mae, 4.00%, due 8/25/2039		**	1,100
	Fannie Mae, 4.50%, due 2/25/2038		**	316
	Fannie Mae, 5, due 12/01/2020		**	22
	Fannie Mae, 5, due 7/01/2020		**	5
	Fannie Mae, 5.5, due 5/01/2025		**	4
	Freddie Mac Gold Pool, 3.00%, due 12/1/2021		**	443
	Freddie Mac, 2.00%, due 1/15/2039		**	203
	Freddie Mac, 2.00%, due 1/15/2039		**	218
	Freddie Mac, 2.00%, due 1/15/2039		**	967
	Freddie Mac, 2.00%, due 10/15/2039		**	960
	Freddie Mac, 2.00%, due 3/15/2035		**	83
	Freddie Mac, 2.00%, due 4/15/2039		**	1,990
	Freddie Mac, 2.00%, due 8/15/2035		**	58
	Freddie Mac, 2.25%, due 12/15/2025		**	287
	Freddie Mac, 2.25%, due 9/15/2020		**	219
	Freddie Mac, 2.25%, due 9/15/2020		**	264
	Freddie Mac, 2.50%, due 12/15/2030		**	1,023
	Freddie Mac, 2.50%, due 12/15/2038		**	777
	Freddie Mac, 2.75%, due 11/15/2028		**	45
	Freddie Mac, 2.75%, due 7/15/2038		**	28
	Freddie Mac, 3.00%, due 10/15/2040		**	1,718
	Freddie Mac, 3.00%, due 11/15/2047		**	248

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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EIN: 63-0681070
Plan #: 002

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Common/collective trust fund (continued):				
	Freddie Mac, 3.00%, due 11/15/2047		**	$ 844
	Freddie Mac, 3.00%, due 6/15/2039		**	928
	Freddie Mac, 3.112, due 7/1/2047		**	394
	Freddie Mac, 3.5, due 11/01/2046		**	1,732
	Freddie Mac, 3.50%, due 8/15/2035		**	55
	Freddie Mac, 4, due 3/01/2043		**	1,751
	Freddie Mac, 4, due 5/01/2023		**	97
	Freddie Mac, 4.00%, due 1/15/2039		**	170
	Freddie Mac, 4.00%, due 12/15/2021		**	1,661
	Ginnie Mae, 4.50%, due 11/15/2024		**	1,390
	Govt Natl Mortgage Assoc, 1.00%, due 12/16/2036		**	404
	Govt Natl Mortgage Assoc, 1.80%, due 4/16/2039		**	714
	Govt Natl Mortgage Assoc, 2.00%, due 3/16/2052		**	749
	Govt Natl Mortgage Assoc, 2.00%, due 3/20/2042		**	1,578
	Govt Natl Mortgage Assoc, 2.00%, due 9/16/2051		**	2,220
	Govt Natl Mortgage Assoc, 2.25%, due 7/20/2040		**	172
	Govt Natl Mortgage Assoc, 2.50%, due 11/16/2040		**	803
	Govt Natl Mortgage Assoc, 2.75%, due 11/20/2039		**	1,730
	Govt Natl Mortgage Assoc, 3.00%, due 10/20/2040		**	176
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2038		**	72
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2039		**	171
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2039		**	971
	Govt Natl Mortgage Assoc, 3.00%, due 6/20/2039		**	509
	Govt Natl Mortgage Assoc, 3.00%, due 7/20/2038		**	21
	Govt Natl Mortgage Assoc, 3.50%, due 10/20/2041		**	857
	Govt Natl Mortgage Assoc, 3.50%, due 6/16/2041		**	643
	Govt Natl Mortgage Assoc, 3.50%, due 6/20/2041		**	181
	Govt Natl Mortgage Assoc, 3.50%, due 9/20/2038		**	647
	Govt Natl Mortgage Assoc, 4.50%, due 9/20/2038		**	1,664
	US Treasury Bills, 0, due 3/7/2019		**	17,957
	US Treasury Notes, 2.625, due 12/15/2021		**	2,568
	US Treasury Notes, 2.75, due 11/30/2020		**	4,904
	US Treasury Notes, 2.875, due 11/15/2021		**	1,917
	US Treasury Notes, 2.875, due 11/30/2023		**	2,558
	US Treasury, 0.88%, due 9/15/2019		**	604
	US Treasury, 1.00%, due 10/15/2019		**	651
	US Treasury, 1.00%, due 10/15/2019		**	802
	US Treasury, 1.00%, due 11/15/2019		**	603
	US Treasury, 1.38%, due 1/31/2021		**	4,803

FLEETPRIDE INC. RETIREMENT & SAVINGS PLAN

FORM 5500, SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

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Plan #: 002

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Common/collective trust fund (continued):				
	US Treasury, 2.63%, due 5/15/2021		**	$ 2,651
	US Treasury, 2.75%, due 9/15/2021		**	2,346
	Total common/collective trust fund			844,883
*	Participant loans	Interest rates ranging from 3.25% to 5.75% with various due dates	-0-	2,903,088
	Total			$ 105,388,555

* A party in interest as defined by ERISA

** Cost omitted for participant directed investments