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
DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/2008

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)
DUTCHESS CARS LLC

1143 DUTCHESS TURNPIKE
POUGHKEEPSIE, NY 12603

2b Employer Identification Number (EIN)
26-0591779

2c Plan Sponsor's telephone number
845-454-2400

2d Business code (see instructions)
441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2019	STEPHANIE DEGOSKI
	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**	191
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)**	148
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	153
b	Retired or separated participants receiving benefits	**6b**	1
c	Other retired or separated participants entitled to future benefits	**6c**	56
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	210
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	210
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	174
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	13
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:

2E 2F 2G 2J 2K 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)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

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

a Pension Schedules

(1)	[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)	[ ]	0	**A** (Insurance Information)
(4)	[ ]		**C** (Service Provider Information)
(5)	[ ]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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 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
DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DUTCHESS CARS LLC

D Employer Identification Number (EIN)
26-0591779

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	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	37532	37415
(2) Participant contributions	1b(2)	0	7385
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	8539	12677
(2) U.S. Government securities	1c(2)	0	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	
(B) All other	1c(3)(B)	0	
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	
(B) Common	1c(4)(B)	0	
(5) Partnership/joint venture interests	1c(5)	0	
(6) Real estate (other than employer real property)	1c(6)	0	
(7) Loans (other than to participants)	1c(7)	0	
(8) Participant loans	1c(8)	46489	53724
(9) Value of interest in common/collective trusts	1c(9)	0	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)	3036643	2766843
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	
	(2) Employer real property	1d(2)	0	
e	Buildings and other property used in plan operation	1e	0	
f	Total assets (add all amounts in lines 1a through 1e)	1f	3129203	2878044
	Liabilities			
g	Benefit claims payable	1g	0	
h	Operating payables	1h	0	
i	Acquisition indebtedness	1i	0	
j	Other liabilities	1j	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	3129203	2878044

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)	37415	
	(B) Participants	2a(1)(B)	252725	
	(C) Others (including rollovers)	2a(1)(C)	0	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		290140
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	131	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2590	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2721
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	206239	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		206239
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(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)		-424022
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		75078
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	316251	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		316251
f Corrective distributions (see instructions)	2f		8793
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	932	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	261	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		1193
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		326237
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-251159
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] 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: ROSENBLATT, LEVITTAN, VULPIS, GOETZ **(2)** EIN: 11-2119971

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		300000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ 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
DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DUTCHESS CARS LLC

D Employer Identification Number (EIN)
26-0591779

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): 16-1470238

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):

DUTCHESS CARS LLC 401(K)
PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS

FOR THE YEARS ENDED
DECEMBER 31, 2018 AND 2017

DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

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ROSENBLATT, LEVITTAN, VULPIS, GOETZ & CO. LLP

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Kenneth Abrahams (1944-2014)
Harvey Levine
Marvin Heitner

INDEPENDENT AUDITOR'S REPORT

The Administrative Committee
Dutchess Cars LLC 401(k) Profit Sharing Plan & Trust
Poughkeepsie, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Dutchess Cars LLC 401(k) Profit Sharing Plan & Trust, 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 our audits 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 3, which was certified by Mid Atlantic 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 execute 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 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, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL 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 Disclosures under the Employee Retirement Income Security Act of 1974.

Rosenblatt, Levittan, Vulpis, Goetz & Co. LLP

Rosenblatt, Levittan, Vulpis, Goetz & Co. LLP
New Hyde Park, New York

October 7, 2019

DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

Statements of Net Assets Available for Benefits

December 31, 2018 and 2017

	2018	2017
ASSETS		
Investments, at fair value:		
Registered investment companies	**$ 2,766,843**	$ 3,036,642
Money market fund	**12,677**	8,539
Total investments	**2,779,520**	3,045,181
Receivables:		
Participant contributions	**7,385**	-
Employer contributions	**37,415**	37,532
Notes receivable from participants	**53,724**	46,489
Total receivables	**98,524**	84,021
Net assets available for benefits	**$ 2,878,044**	$ 3,129,202

DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

Statements of Changes in Net Assets Available for Benefits

For the Years Ended December 31, 2018 and 2017	**2018**	2017
ADDITIONS		
Investment income (loss):		
Net appreciation (depreciation) in fair value of investments	**$ (424,022)**	$ 277,518
Interest and dividends	**206,370**	160,742
Total investment income (loss)	**(217,652)**	438,260
Interest income on notes receivable from participants	**2,590**	2,002
Contributions:		
Participant	**252,725**	259,653
Employer	**37,415**	37,532
Rollover	**-**	29,143
Total contributions	**290,140**	326,328
TOTAL ADDITIONS	**75,078**	766,590
DEDUCTIONS		
Benefits paid to participants	**316,251**	101,131
Corrective distributions	**8,793**	-
Administrative expenses	**1,192**	522
TOTAL DEDUCTIONS	**326,236**	101,653
INCREASE (DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	**(251,158)**	664,937
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	**3,129,202**	2,464,265
End of year	**$ 2,878,044**	$ 3,129,202

Notes to Financial Statements

For the Years Ended December 31, 2018 and 2017

1. Description of Plan

The following description of Dutchess Cars LLC (the "Company") 401(k) Profit Sharing Plan & Trust (the "Plan") provides only general information. Participants should refer to the Plan documents for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of the Company who have completed one year of service and are age twenty-one or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

For 2018 and 2017, participants could contribute up to $18,500 and $18,000, respectively, or 100 percent of pre-tax annual compensation, as defined in the Plan. Participants may modify salary deferrals quarterly.

Elective deferrals cannot exceed the dollar limitations contained in Section 402 (g) of the code in effect for such taxable year.

Participants who had attained age 50 before the end of the Plan year were eligible to make catch-up contributions up to $6,000. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. Participants may change their investment options daily. The Plan currently offers numerous mutual funds as investment options for participants. The Company may make discretionary matching contributions to the Plan equal to a percentage of each participant's defined compensation, the exact percentage to be determined each year by the employer. Additionally, the Company may make a profit-sharing contribution as of the end of the year based upon profits. For the years ended December 31, 2018 and 2017, the Company made contributions of $37,415 and $37,532, respectively.

Participant Accounts

Each participant's account is credited with the participant's contributions and an allocation of Plan earnings (losses) and charged with an allocation of administrative expenses. Allocations are based on participant's earnings or account balances, as defined. Forfeited balances of terminated participant's non-vested accounts are used to reduce future Company contributions. 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 contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. If this Plan becomes a top-heavy plan, vesting will be based on a six-year graded period of which the participant will be 100% vested at six years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the

participant's account and bear interest at rates ranging from 4.25% to 6.00%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions.

Payment of Benefits

On termination of service due to termination of employment, death, disability or retirement, a participant may elect either of the following forms of payment: (1) a lump sum distribution equal to the value of the participant's vested interest in his or her account, or (2) a qualified joint and 50% survivor annuity. However, if the participant's account is not more than $1,000, the benefits will be distributed in a single payment of cash. In-service withdrawals or hardship withdrawals are permitted by the Plan.

Administrative Expenses

The Plan Sponsor absorbs the administrative costs of the Plan.

Forfeitures

Amounts forfeited for each Plan year are used to reduce the Company's contributions. The Company did not use any forfeitures to reduce the Company's contributions for the years ended December 31, 2018 and 2017.

2. Summary of Significant of Significant Accounting Policies

Date of Management's Review and Subsequent Events

Subsequent events were evaluated through October 7, 2019, which is the date the financial statements were available to be issued.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the plan.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid accrued interest. Interest income is recorded on the accrual basis. Related fees are

charged directly to the borrowing participant's account are included in administrative expenses when incurred. As of December 31, 2018 and 2017, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the term of the Plan document.

Investment Valuation and Income Recognition

Investments are reported at fair value except for fully benefit-responsive investment contracts, which are reported at contract value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2018 and 2017, the Plan had no investments in any investment contracts. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payments of Benefits

Benefits are recorded when paid.

Recent Accounting Pronouncements

In July 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2018-09, *Codification Improvements*, or ASU 2018-09. Among other things, ASU 2018-09 amends an illustrative example of a fair value hierarchy disclosure to indicate that a certain type of investment should not always be considered eligible to use the net asset value per share practical expedient. Also, it further clarifies that an entity should evaluate whether a readily determinable fair value exists or whether its investments qualify for the net asset value per share practical expedient in accordance with Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*. Adoption of the amended guidance, which is to be applied prospectively, affects the fair value disclosures, but does not change the fair value measurement of the investments. ASU 2018-09, is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. We adopted the provisions of this guidance in 2018, which had no impact on the Plan's financial statements and disclosures.

In August 2018, the FASB issued Accounting Standards Update No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*, or ASU 2018-13. The amendments in ASU 2018-13 eliminate disclosures regarding amount and reasons for transfers between Level 1 and Level 2 of the fair value framework and add certain disclosures for recurring Level 3 fair value measurements. The amendments are effective for fiscal years beginning after December 15, 2019, with early adoption permitted. We adopted the provisions of this guidance retrospectively in 2018, with no impact on the Plan's financial statements and disclosures.

3. Unaudited Information Certified by the Plan Trustee

The December 31, 2018 and 2017, Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years then ended, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Mid Atlantic Trust Company (the "Trustee") in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Disclosure under the Employee Retirement Income Security Act of 1974. The information certified for the years ended December 31, 2018 and 2017 includes total investments of $2,779,520 and $3,045,981, respectively, and related total investment income (loss) of $(438,260) and $438,260 for the years ended December 31, 2018 and 2017, respectively.

4. Fair Value Measurements and Investments

FASB ASC Topic 820, *Fair Value Measurements*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access, at the measurement date.
Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability through corroboration with market data at the measurement date.
Level 3: Unobservable inputs that reflect management's best estimate of what participants would use in pricing the asset or liability at the measurement date.

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

The following is a description of the valuation methodologies used for assets measured at fair value:

Registered investment companies and money market fund

These investments are valued at the daily closing price as reported by the fund. Registered investment companies (mutual funds) held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission ("SEC"). The money market fund maintains a stable share price and is also registered with the SEC. The mutual funds and money market fund held by the Plan are deemed to be actively traded.

The following table set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2018 and 2017:

Notes to Financial Statements

For the Years Ended December 31, 2018 and 2017

		Fair Value Measurements at Reporting Date Using:		
December 31, 2018	Total	Level 1	Level 2	Level 3
Registered Investment Companies	$ 2,766,843	$ 2,766,843	$ -	$ -
Money Market Fund	12,677	12,677	-	-
Total investments	$ 2,779,520	$ 2,779,520	$ -	$ -

		Fair Value Measurements at Reporting Date Using:		
December 31, 2017	Total	Level 1	Level 2	Level 3
Registered Investment Companies	$ 3,036,642	$ 3,036,642	$ -	$ -
Money Market Fund	8,539	8,539	-	-
Total investments	$ 3,045,181	$ 3,045,181	$ -	$ -

5. Related Party Transactions

Certain Plan investments are shares of registered investment companies managed by Mid Atlantic Trust Company. Mid Atlantic Trust Company was the trustee for 2018 and 2017 as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

6. Termination of Plan

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan, subject to the provision of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

7. Tax Status

The plan administrator has adopted an IRS pre-approved prototype plan of Paychex, Inc., the Sponsor's payroll service provider. On April 10, 2014, Paychex, Inc. obtained a letter in which the IRS stated its opinion that the form of the pre-approved prototype plan of Paychex, Inc. is acceptable under Section 401 of the Internal Revenue Code ("IRC") for use by employers for the benefit of their employees. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statement of net assets available for benefits.

Supplementary Information

DUTCHESS CARS LLC
401(K) PROFIT SHARING PLAN & TRUST
EIN: 26-0591779
PLAN NUMBER: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investment including maturity date, rate of interest, par or maturity value	(d) Cost	(e) Current value
Money Market Fund				
*	Mid Atlantic Trust Company	Lord Abbett US Government Securities Money Market	**	$ 12,677
Registered Investment Companies				
*	Mid Atlantic Trust Company	PIMCO Total Return Class R	**	8,114
*	Mid Atlantic Trust Company	American Funds Growth The Fund of America Class R-2	**	187,986
*	Mid Atlantic Trust Company	Vanguard Small Cap Index Inv	**	140,541
*	Mid Atlantic Trust Company	Calamos Global Equity R	**	12,447
*	Mid Atlantic Trust Company	Federated Government Income Securities Inc Class A Shares	**	130,876
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2030 A	**	49,023
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2050 A	**	14,141
*	Mid Atlantic Trust Company	Eaton Vance Greater India A	**	7,819
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2020 A	**	142
*	Mid Atlantic Trust Company	Putnam Dynamic Asset Allocation Conservative A	**	133,157
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2045 A	**	4,930
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2015 A	**	2,274
*	Mid Atlantic Trust Company	Rydex Nasdaq-100 Inv	**	98,894
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2025 A	**	119,904
*	Mid Atlantic Trust Company	Delaware Real Estate Investment Trust R	**	79,456
*	Mid Atlantic Trust Company	Lord Abbett Value Opportunities R3	**	101,325
*	Mid Atlantic Trust Company	Lord Abbett Floating Rate R2	**	1,842
*	Mid Atlantic Trust Company	Loomis Sayles Limited Term Government and Agency Fund Class A	**	227
*	Mid Atlantic Trust Company	Oppenheimer Gold & Special Minerals A	**	12,296
*	Mid Atlantic Trust Company	Putnam Dynamic Asset Allocation Balanced A	**	221,657
*	Mid Atlantic Trust Company	Putnam Dynamic Asset Allocation Growth A	**	753,463
*	Mid Atlantic Trust Company	Putnam Sustainable Future R	**	73,214
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2040 A	**	30,444
*	Mid Atlantic Trust Company	Putnam Utilities Growth & Income R	**	15,701
*	Mid Atlantic Trust Company	American Funds EuroPacific Growth R-2	**	200,609
*	Mid Atlantic Trust Company	BNY Mellon Natural Resources A	**	40,259
*	Mid Atlantic Trust Company	Blackrock Health Sciences Opportunities Class R	**	103,485
*	Mid Atlantic Trust Company	AB Discovery Value R	**	44,848
*	Mid Atlantic Trust Company	Invesco S&P 500 Index A	**	177,769
		Total Registered Investment Companies		2,766,843
*	Participant Loans	Interest Rates from 4.25% to 6.00% Maturities from 2019 to 2023	**	53,724
				$ 2,833,244

* Represents a party-in-interest to the Plan.
** Cost omitted for participant-directed investments.

DUTCHESS CARS LLC 401(K)
PROFIT SHARING PLAN & TRUST

FINANCIAL STATEMENTS

FOR THE YEARS ENDED
DECEMBER 31, 2018 AND 2017

DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

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ROSENBLATT, LEVITTAN, VULPIS, GOETZ & CO. LLP

CERTIFIED PUBLIC ACCOUNTANTS/ Members: New York State Society of CPAs, American Institute of CPAs

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INDEPENDENT AUDITOR'S REPORT

The Administrative Committee
Dutchess Cars LLC 401(k) Profit Sharing Plan & Trust
Poughkeepsie, New York

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Dutchess Cars LLC 401(k) Profit Sharing Plan & Trust, 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.

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Our responsibility is to express an opinion on these financial statements based on conducting our audits 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

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Disclaimer of Opinion

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Report on Form and Content in Compliance With DOL 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 Disclosures under the Employee Retirement Income Security Act of 1974.

Rosenblatt, Levittan, Vulpis, Goetz & Co. LLP

Rosenblatt, Levittan, Vulpis, Goetz & Co. LLP
New Hyde Park, New York

October 7, 2019

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December 31, 2018 and 2017

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DUTCHESS CARS LLC 401(K) PROFIT SHARING PLAN & TRUST

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NET ASSETS AVAILABLE FOR BENEFITS		
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Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's discretionary contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. If this Plan becomes a top-heavy plan, vesting will be based on a six-year graded period of which the participant will be 100% vested at six years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their account balance. The loans are secured by the balance in the

participant's account and bear interest at rates ranging from 4.25% to 6.00%, which are commensurate with local prevailing rates as determined by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions.

Payment of Benefits

On termination of service due to termination of employment, death, disability or retirement, a participant may elect either of the following forms of payment: (1) a lump sum distribution equal to the value of the participant's vested interest in his or her account, or (2) a qualified joint and 50% survivor annuity. However, if the participant's account is not more than $1,000, the benefits will be distributed in a single payment of cash. In-service withdrawals or hardship withdrawals are permitted by the Plan.

Administrative Expenses

The Plan Sponsor absorbs the administrative costs of the Plan.

Forfeitures

Amounts forfeited for each Plan year are used to reduce the Company's contributions. The Company did not use any forfeitures to reduce the Company's contributions for the years ended December 31, 2018 and 2017.

2. Summary of Significant of Significant Accounting Policies

Date of Management's Review and Subsequent Events

Subsequent events were evaluated through October 7, 2019, which is the date the financial statements were available to be issued.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the plan.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid accrued interest. Interest income is recorded on the accrual basis. Related fees are

charged directly to the borrowing participant's account are included in administrative expenses when incurred. As of December 31, 2018 and 2017, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the Plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the term of the Plan document.

Investment Valuation and Income Recognition

Investments are reported at fair value except for fully benefit-responsive investment contracts, which are reported at contract value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. At December 31, 2018 and 2017, the Plan had no investments in any investment contracts. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payments of Benefits

Benefits are recorded when paid.

Recent Accounting Pronouncements

In July 2018, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2018-09, *Codification Improvements*, or ASU 2018-09. Among other things, ASU 2018-09 amends an illustrative example of a fair value hierarchy disclosure to indicate that a certain type of investment should not always be considered eligible to use the net asset value per share practical expedient. Also, it further clarifies that an entity should evaluate whether a readily determinable fair value exists or whether its investments qualify for the net asset value per share practical expedient in accordance with Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*. Adoption of the amended guidance, which is to be applied prospectively, affects the fair value disclosures, but does not change the fair value measurement of the investments. ASU 2018-09, is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. We adopted the provisions of this guidance in 2018, which had no impact on the Plan's financial statements and disclosures.

In August 2018, the FASB issued Accounting Standards Update No. 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*, or ASU 2018-13. The amendments in ASU 2018-13 eliminate disclosures regarding amount and reasons for transfers between Level 1 and Level 2 of the fair value framework and add certain disclosures for recurring Level 3 fair value measurements. The amendments are effective for fiscal years beginning after December 15, 2019, with early adoption permitted. We adopted the provisions of this guidance retrospectively in 2018, with no impact on the Plan's financial statements and disclosures.

3. Unaudited Information Certified by the Plan Trustee

The December 31, 2018 and 2017, Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years then ended, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Mid Atlantic Trust Company (the "Trustee") in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Disclosure under the Employee Retirement Income Security Act of 1974. The information certified for the years ended December 31, 2018 and 2017 includes total investments of $2,779,520 and $3,045,981, respectively, and related total investment income (loss) of $(438,260) and $438,260 for the years ended December 31, 2018 and 2017, respectively.

4. Fair Value Measurements and Investments

FASB ASC Topic 820, *Fair Value Measurements*, provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1: Inputs are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access, at the measurement date.
Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability through corroboration with market data at the measurement date.
Level 3: Unobservable inputs that reflect management's best estimate of what participants would use in pricing the asset or liability at the measurement date.

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

The following is a description of the valuation methodologies used for assets measured at fair value:

Registered investment companies and money market fund

These investments are valued at the daily closing price as reported by the fund. Registered investment companies (mutual funds) held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission ("SEC"). The money market fund maintains a stable share price and is also registered with the SEC. The mutual funds and money market fund held by the Plan are deemed to be actively traded.

The following table set forth, by level within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2018 and 2017:

Notes to Financial Statements

For the Years Ended December 31, 2018 and 2017

		Fair Value Measurements at Reporting Date Using:		
December 31, 2018	Total	Level 1	Level 2	Level 3
Registered Investment Companies	$ 2,766,843	$ 2,766,843	$ -	$ -
Money Market Fund	12,677	12,677	-	-
Total investments	$ 2,779,520	$ 2,779,520	$ -	$ -

		Fair Value Measurements at Reporting Date Using:		
December 31, 2017	Total	Level 1	Level 2	Level 3
Registered Investment Companies	$ 3,036,642	$ 3,036,642	$ -	$ -
Money Market Fund	8,539	8,539	-	-
Total investments	$ 3,045,181	$ 3,045,181	$ -	$ -

5. Related Party Transactions

Certain Plan investments are shares of registered investment companies managed by Mid Atlantic Trust Company. Mid Atlantic Trust Company was the trustee for 2018 and 2017 as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

6. Termination of Plan

Although it has not expressed any interest to do so, the Company has the right under the Plan to discontinue its contribution at any time and to terminate the Plan, subject to the provision of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

7. Tax Status

The plan administrator has adopted an IRS pre-approved prototype plan of Paychex, Inc., the Sponsor's payroll service provider. On April 10, 2014, Paychex, Inc. obtained a letter in which the IRS stated its opinion that the form of the pre-approved prototype plan of Paychex, Inc. is acceptable under Section 401 of the Internal Revenue Code ("IRC") for use by employers for the benefit of their employees. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability for any uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by tax authorities; however, there are currently no audits for any tax periods in progress.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statement of net assets available for benefits.

Supplementary Information

DUTCHESS CARS LLC
401(K) PROFIT SHARING PLAN & TRUST
EIN: 26-0591779
PLAN NUMBER: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2018

(a)	(b) Identity of issue, borrower lessor, or similar party	(c) Description of investment including maturity date, rate of interest, par or maturity value	(d) Cost	(e) Current value
Money Market Fund				
*	Mid Atlantic Trust Company	Lord Abbett US Government Securities Money Market	**	$ 12,677
Registered Investment Companies				
*	Mid Atlantic Trust Company	PIMCO Total Return Class R	**	8,114
*	Mid Atlantic Trust Company	American Funds Growth The Fund of America Class R-2	**	187,986
*	Mid Atlantic Trust Company	Vanguard Small Cap Index Inv	**	140,541
*	Mid Atlantic Trust Company	Calamos Global Equity R	**	12,447
*	Mid Atlantic Trust Company	Federated Government Income Securities Inc Class A Shares	**	130,876
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2030 A	**	49,023
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2050 A	**	14,141
*	Mid Atlantic Trust Company	Eaton Vance Greater India A	**	7,819
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2020 A	**	142
*	Mid Atlantic Trust Company	Putnam Dynamic Asset Allocation Conservative A	**	133,157
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2045 A	**	4,930
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2015 A	**	2,274
*	Mid Atlantic Trust Company	Rydex Nasdaq-100 Inv	**	98,894
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2025 A	**	119,904
*	Mid Atlantic Trust Company	Delaware Real Estate Investment Trust R	**	79,456
*	Mid Atlantic Trust Company	Lord Abbett Value Opportunities R3	**	101,325
*	Mid Atlantic Trust Company	Lord Abbett Floating Rate R2	**	1,842
*	Mid Atlantic Trust Company	Loomis Sayles Limited Term Government and Agency Fund Class A	**	227
*	Mid Atlantic Trust Company	Oppenheimer Gold & Special Minerals A	**	12,296
*	Mid Atlantic Trust Company	Putnam Dynamic Asset Allocation Balanced A	**	221,657
*	Mid Atlantic Trust Company	Putnam Dynamic Asset Allocation Growth A	**	753,463
*	Mid Atlantic Trust Company	Putnam Sustainable Future R	**	73,214
*	Mid Atlantic Trust Company	Fidelity Advisor Freedom 2040 A	**	30,444
*	Mid Atlantic Trust Company	Putnam Utilities Growth & Income R	**	15,701
*	Mid Atlantic Trust Company	American Funds EuroPacific Growth R-2	**	200,609
*	Mid Atlantic Trust Company	BNY Mellon Natural Resources A	**	40,259
*	Mid Atlantic Trust Company	Blackrock Health Sciences Opportunities Class R	**	103,485
*	Mid Atlantic Trust Company	AB Discovery Value R	**	44,848
*	Mid Atlantic Trust Company	Invesco S&P 500 Index A	**	177,769
		Total Registered Investment Companies		2,766,843
*	Participant Loans	Interest Rates from 4.25% to 6.00% Maturities from 2019 to 2023	**	53,724
				$ 2,833,244

* Represents a party-in-interest to the Plan.
** Cost omitted for participant-directed investments.