

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 2019 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
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.) ☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description) _____

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>K & M TIRE, INC. 401(K) PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1997</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>07/01/1997</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>07/01/1997</u>					
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) <u>K & M TIRE, INC.</u> <u>965 SPENCERVILLE RD</u> <u>DELPHOS, OH 45833</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>34-1212834</u></td> </tr> <tr> <td>2c Plan Sponsor's telephone number <u>419-695-1061</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>423100</u></td> </tr> <tr> <td style="height: 40px;"></td> </tr> </table>	2b Employer Identification Number (EIN) <u>34-1212834</u>	2c Plan Sponsor's telephone number <u>419-695-1061</u>	2d Business code (see instructions) <u>423100</u>	
2b Employer Identification Number (EIN) <u>34-1212834</u>					
2c Plan Sponsor's telephone number <u>419-695-1061</u>					
2d Business code (see instructions) <u>423100</u>					

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.	10/05/2020	CORY PICKENS
	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

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

Form 5500 (2019)
v. 190130

3a Plan administrator's name and address ☒ 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	5 422
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 422 6a(2) 450 6b 0 6c 66 6d 516 6e 0 6f 516 6g 307 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 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) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ 1 **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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan K & M TIRE, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 K & M TIRE, INC.	D Employer Identification Number (EIN) 34-1212834	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier TALCOTT RESOLUTION LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-0974148	88072	GA-200279	307	01/01/2019	12/31/2019

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	1145154
5 Current value of plan's interest under this contract in separate accounts at year end	5	8365477

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier.....	6b	
c Premiums due but unpaid at the end of the year.....	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY CONTRACT**

b Balance at the end of the previous year.....	7b	917336
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c Additions: (1) Contributions deposited during the year	7c(1)	150843	
	7c(2)	0	
	7c(3)	30069	
	7c(4)	7672	
	7c(5)	105078	

▶ **ROLLOVER, LOAN PYMT**

(6) Total additions.....	7c(6)	293662
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d Total of balance and additions (add lines 7b and 7c(6))	7d	1210998
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	50133	
	7e(2)	2086	
	7e(3)	0	
	7e(4)	13625	

▶ **LOAN W/D**

(5) Total deductions.....	7e(5)	65844
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	1145154
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2019
		This Form is Open to Public Inspection.

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan K & M TIRE, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 K & M TIRE, INC.	D Employer Identification Number (EIN) 34-1212834	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

MASSMUTUAL LIFE INSURANCE CO.

04-1590850

(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?
15 23 37 38 50 54 55 59 60 62 63 64 65 66 99	NONE	12348	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

INVESTNET RETIREMENT SOLUTIONS

61-1732930

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

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
MASSMUTUAL LIFE INSURANCE CO.	15 23 37 38 50 54 55 59 60 62 63 64 65 66 99	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.
SEE ATTACHED 04-1590850	SEE ATTACHED

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ENVESTNET RETIREMENT SOLUTIONS	28	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.
SEE ATTACHED 04-1590850	SEE ATTACHED

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>K & M TIRE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>K & M TIRE, INC.</u>	D Employer Identification Number (EIN) <u>34-1212834</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>HARTFORD ADVANTAGE TK2</u>		
b Name of sponsor of entity listed in (a): <u>TALCOTT RESOLUTION LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>06-0974148-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3417663</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>SEPARATE ACCOUNT K2</u>		
b Name of sponsor of entity listed in (a): <u>TALCOTT RESOLUTION LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>06-0974148-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4947814</u>
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:**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 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019		
A Name of plan K & M TIRE, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 K & M TIRE, INC.	D Employer Identification Number (EIN) 34-1212834	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	154790	192211
(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)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	6286179	8365477
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	917336	1145154
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7358305	9702842

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7358305	9702842
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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)	232376	
(B) Participants	2a(1)(B)	802680	
(C) Others (including rollovers)	2a(1)(C)	323301	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1358357
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	8453	
(F) Other	2b(1)(F)	30069	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		38522
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(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)	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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		1759244
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		0
c Other income	2c		18215
d Total income. Add all income amounts in column (b) and enter total	2d		3174338

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	759819	
(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)		759819
f Corrective distributions (see instructions)	2f		27643
g Certain deemed distributions of participant loans (see instructions)	2g		13613
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	28726	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		28726
j Total expenses. Add all expense amounts in column (b) and enter total	2j		829801

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2344537
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: **BKD LLP**

(2) EIN: **44-0160260**

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:

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.)

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.)

	Yes	No	Amount
4a	X		322
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?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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.)	X		
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 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>K & M TIRE, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>K & M TIRE, INC.</u>	D Employer Identification Number (EIN) <u>34-1212834</u>

Part I	Distributions
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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	<u>0</u>
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): <u>04-1590850</u>		
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.)
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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
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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
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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.
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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

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

Schedule R (Form 5500) 2019
v. 190130

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
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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): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2019 and 2018

K&M Tire, Inc. 401(k) Plan
December 31, 2019 and 2018

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Independent Auditor's Report

Plan Administrator
K&M Tire, Inc. 401(k) Plan
Delphos, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of K&M Tire, Inc. 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, 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 and attorney-in-fact Massachusetts Mutual Life Insurance Company, the administrative services provider as an agent for Talcott Resolution Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2019 and 2018, that the information provided to the Plan Administrator by the custodian's agent is complete and accurate to the best of their knowledge.

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 schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the custodian, 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*.

BKD, LLP

Fort Wayne, Indiana
September 30, 2020

Federal Employer Identification Number: 44-0160260

K&M Tire, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Assets		
Investments		
At fair value	\$ 8,365,477	\$ 6,286,179
At contract value	<u>1,145,154</u>	<u>917,336</u>
Total investments	<u>9,510,631</u>	<u>7,203,515</u>
Receivables		
Employer's contributions	61,396	54,080
Notes receivable from participants	<u>192,211</u>	<u>154,798</u>
Total receivables	<u>253,607</u>	<u>208,878</u>
Total assets	<u>9,764,238</u>	<u>7,412,393</u>
Liabilities		
Prefunded contributions	13,516	-
Excess contributions payable	<u>38,351</u>	<u>32,271</u>
Total liabilities	<u>51,867</u>	<u>32,271</u>
Net Assets Available for Benefits	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2019 and 2018

	2019	2018
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 1,791,063	\$ (481,231)
Interest and dividends	-	364
Net investment income (loss)	<u>1,791,063</u>	<u>(480,867)</u>
Interest Income on Notes Receivable From Participants	<u>8,532</u>	<u>7,428</u>
Contributions		
Participants	750,813	649,902
Employer	239,692	206,352
Rollovers	323,301	395,693
	<u>1,313,806</u>	<u>1,251,947</u>
Total additions	<u>3,113,401</u>	<u>778,508</u>
Deductions		
Benefits paid to participants	768,804	542,460
Administrative expenses	12,348	7,438
Total deductions	<u>781,152</u>	<u>549,898</u>
Net Increase	2,332,249	228,610
Net Assets Available for Benefits, Beginning of Year	<u>7,380,122</u>	<u>7,151,512</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 1: Description of the Plan

The following description of the K&M Tire, Inc. 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the Plan Administrator.

General

The Plan is a defined contribution plan covering substantially all employees of K&M Tire, Inc. (Company) who are 18 years of age and have one year of service. It is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Massachusetts Mutual Life Insurance Company serves as the Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 75 percent of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may also match a portion of employee contributions, which is determined annually by the Company's Board of Directors. Matching contributions were \$239,692 and \$206,352 during 2019 and 2018, respectively.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. 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 earnings thereon. Vesting in the Company's matching contributions portion of a participant's account plus the earnings thereon is based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

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 percent of their account balance. The loans are secured by the balance in the participant's account. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits

Upon termination of service, participants may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, annual installments over a future period or a joint and survivor annuity. At December 31, 2019 and 2018, there were no Plan assets allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Forfeited Accounts

Forfeited nonvested account balance totaled \$5,737 and \$2,605 at December 31, 2019 and 2018, respectively. Forfeitures are used to pay Plan expenses or are reallocated to participants in the same manner as nonelective employer contributions.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 the 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.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Pooled separate accounts are valued at the net asset value (NAV) of the units of the pooled separate accounts as provided by the custodian. The NAV is used as a practical expedient to estimate the fair value of the pooled separate accounts.

Fully benefit-responsive investment contracts are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less participant withdrawals and administration expenses.

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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Tax Status

The Plan operates under a volume submitter profit sharing Plan Document sponsored by Massachusetts Mutual Life Insurance Company. This Plan Document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, at the Company's discretion.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

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 in investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 3: Certification by Plan Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2019 and 2018
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2019 and 2018
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2019

The Plan's independent auditors did not perform procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Note 4: 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, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more or such an employer or employee association or relatives of such persons.

Fees for trust and management services paid by the Plan to the custodian, third-party administrator and an investment management company were \$12,348 and \$7,438 during 2019 and 2018, respectively. The Plan also offers certain investment products issued by the custodian.

The Plan incurs expenses related to general administration and record keeping. The Plan Sponsor pays these expenses and certain accounting and auditing fees relating to the Plan.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 5: Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2019 and 2018, to Form 5500:

	2019	2018
Net assets available for benefits per the financial statements	\$ 9,712,371	\$ 7,380,122
Less: Contributions receivable	(61,396)	(54,080)
Plus: Excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Net assets available for benefits per Form 5500	<u>\$ 9,702,842</u>	<u>\$ 7,358,313</u>

The following is a reconciliation of contributions per the accompanying financial statements to Form 5500:

	2019	2018
Contributions per the accompanying financial statements	\$ 1,313,806	\$ 1,251,947
Less: Current year contributions receivable	(61,396)	(54,080)
Plus: Prior year contributions receivable	54,080	154,362
Plus: Current year excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Contributions per the Form 5500	<u>\$ 1,358,357</u>	<u>\$ 1,384,500</u>

Other differences between the accompanying financial statements and Form 5500 relate to classification differences.

Note 6: Disclosures About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

At December 31, 2019 and 2018, the Plan does not hold any investments classified as Level 1, Level 2 or Level 3 within the fair value hierarchy. The following is a summary of the Plan's assets measured at fair value on a recurring basis at December 31, 2019 and 2018:

	December 31,	
	2019	2018
Pooled separate accounts (A)	\$ 8,365,477	\$ 6,286,179

(A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value 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 statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

The pooled separate accounts are valued based upon the net asset value (NAV) of the funds multiplied by the units held by the Plan at year-end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The underlying investments of the pooled separate accounts consist solely of mutual funds and the investment strategy of the respective pooled separate accounts aligns directly with the investment strategy of the underlying mutual fund investments.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2019 and 2018. There are no participant redemption restrictions for these investments:

		December 31, 2019		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 8,365,477	N/A	Daily	None

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

		December 31, 2018		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 6,286,179	N/A	Daily	None

(A) Pooled separate accounts include various separate accounts. Details of the pooled separate accounts held are listed in the accompanying supplemental schedule of assets (held at end of year). Large Cap pooled separate accounts seek growth of capital and invest primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. Mid-Cap pooled separate accounts seek capital appreciation primarily in stocks of leveraged companies. Small Cap pooled separate accounts invest primarily in companies with lower market capitalization at the time of purchase and have potential for capital appreciation. Target portfolio pooled separate accounts seek a high total return until the fund's target retirement date under normal market conditions. Balanced pooled separate accounts seek to provide an aggregate total return of the market index composed of small, medium or large sized U.S. Companies and debt securities. Bond pooled separate accounts seek to provide consistent income through investments in debt securities offered by U.S. corporations and government agencies. International pooled separate accounts seek to invest in primarily non-U.S. companies that trade in foreign markets that are generally considered to be well established.

Note 7: Investment Contract With Insurance Company

In 2001, the Plan entered into a fully benefit-responsive investment contract with Massachusetts Mutual Life Insurance Company (Mass Mutual). Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

The guaranteed investment contract is fully benefit-responsive; therefore, contract value is the relevant measurement. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The guaranteed investment contract is a traditional investment contract.

Note 8: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$322 were not remitted within the required time period during the year ended December 31, 2019, and will be contributed along with lost earnings in accordance with the Department of Labor's self-correction program during the December 31, 2020, Plan year.

Note 9: Subsequent Events

Subsequent events have been evaluated through September 30, 2020, which is the date the financial statements were available to be issued.

As a result of the spread of the SARS-CoV-2 virus and the incidence of COVID-19, economic uncertainties have arisen which may negatively affect the financial position the Plan. There has been significant volatility in the investment markets both nationally and globally since December 31, 2019, resulting in volatility in certain market segments which has resulted fluctuations in the value of the Plan's investment portfolio. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

Supplemental Schedules

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions December 31, 2019

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
\$ 322	\$ 322	\$ —	\$ —		\$ —

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2019

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
* Massachusetts Mutual Life Insurance Company Pooled Separate Accounts		
Hartford Balanced	63,020 Units	\$ 525,918
Hartford Capital Appreciation	82,858 Units	1,673,389
Hartford Dividend & Growth	126,080 Units	950,403
Hartford International Opportunities	139,488 Units	739,923
Hartford Midcap	106,758 Units	1,424,868
Hartford Stock	134,409 Units	790,022
Hartford Total Return Bond	87,474 Units	268,159
JPMorgan SmartRetirement 2020	3,168 Units	53,858
JPMorgan SmartRetirement 2025	13,282 Units	239,840
JPMorgan SmartRetirement 2030	5,365 Units	101,468
JPMorgan SmartRetirement 2035	8,606 Units	168,577
JPMorgan SmartRetirement 2040	4,397 Units	88,340
JPMorgan SmartRetirement 2045	7,389 Units	149,470
JPMorgan SmartRetirement 2055	6,232 Units	120,382
JPMorgan SmartRetirement 2050	6,544 Units	132,176
JPMorgan SmartRetirement Income	5,729 Units	85,874
Blackrock S&P 500 Index	69,911 Units	852,810
		<u>8,365,477</u>
* Investment Contract With Insurance Company Massachusetts Mutual Life Insurance Company		
Guaranteed Interest Account	716,062 Units	1,145,154
* Participant Loans	Maturing at various dates through 2024 with interest rates ranging from 4.00% to 8.25%	<u>192,211</u>
		<u><u>\$ 9,702,842</u></u>

* Party-in-interest

Fee and Compensation Disclosure Report

Please refer to the plan's ERISA Section 408(b)(2) Disclosure materials, including the 408(b)(2) Disclosure Statement(s), Investment Option Disclosure(s), Service Agreement and Contract Amendments and 408(b)(2) Disclosure Statement Change Notices (the "408(b)(2) Disclosure Materials") previously delivered to you. You can also access copies of your 408(b)(2) Disclosure Materials through your MassMutual plan sponsor portal or you can contact your account manager for assistance.

The 408(b)(2) Disclosure Materials and this document, together, can assist a plan administrator ("you") in completing the Form 5500 Schedule C¹ by identifying different types of services and the different types of compensation paid with respect to the product utilized by your plan.

As permitted under the Schedule C rules, compensation is disclosed in the attached report as an actual dollar amount, an estimate or a formula or rate.

- Where an actual dollar amount of compensation is disclosed, no further notation regarding compensation calculations is generally provided.
- Where an estimate of the compensation amount is disclosed, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount.
- Where a formula or rate is provided to report compensation, we have used a reasonable method to arrive at the estimate and we have described the method used to arrive at the estimated amount. This formula or rate may be disclosed to describe the compensation to which it applies under the Schedule C rules. Alternatively, for purposes of Schedule C disclosure or in connection with your fiduciary review of the compensation paid with respect to the services, products and investment options utilized by the plan, you may calculate and disclose an actual or estimated dollar amount by multiplying the rate by the total assets to which it applies.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2019 - 12/31/2019 and indirect compensation is presented on a calendar year basis ending 12/31/2019.

This report includes compensation actually paid to or by MassMutual within the indicated plan year as part of your MassMutual-serviced product. *(Note: If the plan year period or plan year end indicated in this Schedule C reporting package is incorrect, please notify your MassMutual customer service representative immediately).* This report does not include amounts deducted from plan assets and paid to third parties (other than MassMutual). In addition, the report does not include compensation related to investments held by the plan that are not serviced on our recordkeeping system. You should contact your other service providers for reportable compensation information. You may also receive information on the compensation reported here from other service providers as is described below.

Please note that we have provided suggested service codes (based on the information in our records) with respect to services provided through our product. Please review all Schedule C and other Form 5500 materials with your experienced benefits counsel and other professionals to determine the most appropriate codes for your plan. In addition, please note that because plans with fewer than 100 participants (as of the beginning of the plan year) are generally not required to file Schedule C, you should refer to the instructions provided by the IRS for Schedule C and/or review the applicability of Schedule C to your plan with your experienced tax/benefits counsel, to determine whether it is necessary for the plan to report the information contemplated by this report.

Please contact your MassMutual Service Team should you require additional information regarding the compensation paid to or by MassMutual with respect to your plan.

Information provided in this document and related materials we provide are not intended to be and shall not be deemed tax advice, tax form preparation services, legal advice, advice to plans regarding compliance with ERISA reporting compliance, or accounting or other professional services. As described above, the information contained in this report may not cover all of the compensation received by the plan's service providers. We strongly encourage you to review all Schedule C and other Form 5500 materials with experienced benefits counsel and other professionals.

¹Please refer to the Schedule C of the Form 5500 and its instructions (available at: <http://www.dol.gov/ebsa/5500main.html>), and please confer with experienced benefits counsel and other professionals, to determine the applicability of Schedule C to your plan.

FORM 5500 SCHEDULE C REPORT
SCHEDULE C, LINE 2(h) AND LINE 3(e) FORMULA DESCRIPTION

K & M TIRE, INC. 401(K) PLAN (200279)
EIN #: 34-1212834

Important Note: Massachusetts Mutual Life Insurance Company (together, with its affiliates, "MassMutual") acquired The Hartford's retirement plans business effective January 1, 2013. In connection with the acquisition, MassMutual was appointed to provide all of administrative services necessary to support your plan under contracts issued by Talcott Resolution Life Insurance Company (formerly, "Hartford Life Insurance Company"). MassMutual receives all charges, fees and compensation – both direct and indirect – as payable to Talcott Resolution Life Insurance Company for the services provided to your plan under the packaged retirement services programs.

Please note that, unless otherwise indicated in the descriptions contained in this report, direct compensation is presented on a plan year basis 01/01/2019 - 12/31/2019 and indirect compensation is presented on a calendar year basis ending 12/31/2019.

For use with lines 2(h), 3(c), 3(d), 3(e)

Total Direct Compensation Paid **\$28,725.72**

The total amount identified above reflects all fees deducted from plan assets at the plan administrator's direction for the plan year. Service providers which have received portions of these direct fees are listed below, along with the amount of fees they received. Please note that if there is a discrepancy between the total direct fees reported above and the sum of the direct fees reported below, you should contact your other service providers or your plan records to identify the recipient(s) of the fees and any other information relevant to your Schedule C filing.

Recipient: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

Service Codes: 15, 23, 37, 38, 54, 55, 59, 60, 62, 63, 64, 65, 66, 99, 50 (if direct compensation amount reflected below)

Direct Compensation **\$12,347.67**

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2019 plan year for the above named recipient. Please review other service providers, below, to determine whether direct fees were also paid to them. Also, please review your records to determine whether other service providers may have received any compensation not reported below (e.g., a reimbursement paid to any plan fiduciary, your employee benefits counsel, or a plan auditor).

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation and amounts reported as paid to Massachusetts Mutual Life Insurance Company ("MMLIC") are the net result of aggregating direct compensation after the effects of adjustments processed in 2019, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

Float compensation**\$148.36**

Bank accounts and investments associated with short-term investment pool

This is an estimate based on the annual average rate of float (0.399% for 2019) earned on the bank accounts and investments associated with the short-term investment pool for the 2019 calendar year multiplied by an estimate of the assets related to uncashed checks.* This estimate does not include float earned for any other reason (e.g., if amounts remitted cannot be immediately invested because they are not in good order). Please review or request a copy of the current float disclosure for more information about the other circumstances in which float is earned.

* A complete listing of distribution checks that remain outstanding for your plan is available on the Retirement Plan Access web site under the Standard Reports section (Report R03998-Outstanding Distribution Checks). Uncashed check assets will continue to remain in a float-earning bank account until such time direction is received from the Plan Sponsor, subject to applicable regulation. The Plan Sponsor should consult with the Plan's/Plan Sponsor's tax advisor or benefits counsel to determine if assets attributable to uncashed checks should be included on the Form 5500 filing.

Non Monetary Compensation

Please note that items of nonmonetary compensation need to be reported for Schedule A or C (Form 5500) purposes if they exceed certain *de minimus* amounts. Transactions generating nonmonetary compensation may include gifts, gratuities, or certain types of in-kind benefits. In addition, if applicable to the plan, MassMutual agents may qualify for certain forms of non-monetary compensation as a result of the sale of MassMutual contracts. These forms of non-monetary compensation include health, vision, life and disability coverage; matching contributions to 401(k) plans; cash balance and nonqualified pension plan contributions; participation at MassMutual-sponsored conferences based on recognition; and other non-monetary compensation (meals, entertainment, prizes, awards, gifts). If applicable, each plan in the agent's book of business is allocated compensation based on a pro rata basis using the number of plans representing the agent's book of business as of 12/31/2019. Information concerning reportable transactions undertaken between or among non-MassMutual parties may not be available to MassMutual. Please consult with your legal or tax advisors if you have any questions.

Compensation paid with respect to Funds*

*Note: If your plan's investment options are available through a group variable insurance contract, your plan does not invest directly in the underlying funds listed below. For information regarding the plan's investment option menu, including but not limited to any fees and charges associated with the plan's investment contract, please refer to the 408(b)(2) Disclosure Materials.

<i>Underlying Investment Option Name</i>	<i>EIN</i>	<i>Revenue Sharing Rate (%) Paid to MassMutual (rates as of 12/31/2019)</i>	<i>Underlying Fund Gross Expense Ratio as of the Fund's Year End</i>	<i>Separate Account Charge*</i>
BLACKROCK S&P 500 INDEX V.I.	NA ¹	.05	0.17%	0.50%
FIXED ACCOUNT	06-0974148		0.00%	0.00%
HARTFORD BALANCED HLS IA	22-2937447	.25	0.66%	0.50%
HARTFORD CAPITAL APP HLS IA	22-2937447	.25	0.68%	0.50%
HARTFORD DIV & GRTH HLS IA	22-2937447	.25	0.68%	0.50%
HARTFORD INT'L OPPS HLS IA	22-2937447	.25	0.76%	0.50%
HARTFORD MIDCAP HLS IA	22-2937447	.25	0.70%	0.50%
HARTFORD STOCK HLS IA	22-2937447	.25	0.52%	0.50%
HARTFORD TOTAL RET BOND HLS IA	22-2937447	.25	0.52%	0.50%
JPMORGAN SMARTRETIREMENT 2020 A	33-1043149	.55	1.07%	0.50%
JPMORGAN SMARTRETIREMENT 2025 A	33-1043149	.55	1.08%	0.50%
JPMORGAN SMARTRETIREMENT 2030 A	33-1043149	.55	1.12%	0.50%
JPMORGAN SMARTRETIREMENT 2035 A	33-1043149	.55	1.15%	0.50%
JPMORGAN SMARTRETIREMENT 2040 A	33-1043149	.55	1.20%	0.50%
JPMORGAN SMARTRETIREMENT 2045 A	33-1043149	.55	1.24%	0.50%
JPMORGAN SMARTRETIREMENT 2050 A	33-1043149	.55	1.31%	0.50%

<i>Underlying Investment Option Name</i>	<i>EIN</i>	<i>Revenue Sharing Rate (%) Paid to MassMutual (rates as of 12/31/2019)</i>	<i>Underlying Fund Gross Expense Ratio as of the Fund's Year End</i>	<i>Separate Account Charge *</i>
JPMORGAN SMARTRETIREMENT 2055 A	33-1043149	.55	1.35%	0.50%
JPMORGAN SMARTRETIREMENT INC A	33-1043149	.55	1.03%	0.50%

¹ At the time this report was generated this information was not available.

Under the variable investment options available through your plan's group annuity contract or funding agreement, contract values are invested in insurance company separate accounts that, in turn, invest in underlying registered investment companies (i.e., mutual funds) and collective investment funds.

The above list includes any investment option held by the plan on at least one month end during the 2019 calendar year. To arrive at an estimate of the dollar amount that MassMutual received from each investment option, multiply the rate of fees received from each investment option by your plan's year-end balance (or if the investment option was liquidated prior to year end, the balance on the liquidation date) and, if applicable, the per participant fee by the number of participants in the investment option at year end (or the liquidation date if earlier). This will be an estimate because your plan's balance and number of participants will vary over the course of the year, so the year-end balance and number of participants may be higher or lower than the daily balance. In addition, these fees are calculated on a daily basis.

***Separate Account Charge**

[see fund chart]% per annum of the daily Sub-Account values (pursuant to the group annuity contract or funding agreement)

Recipient: EDWARD D JONES & CO EIN: 43-0345811

Service Codes:

Please contact your Service Provider for the list of applicable services performed and Service Codes.

Direct Compensation

\$16,378.05

The total amount identified above reflects fees deducted from plan assets at the plan administrator's direction for the 2019 plan year for the above named recipient.

Note: Due to system accounting protocols (including 'cash basis' accounting), amounts reported as Direct Compensation are the net result of aggregating direct compensation after the effects of adjustments processed in 2019, some of which may have pertained to prior years.

Please review the detailed breakdown at the end of the report for further information.

Indirect Compensation

\$0.00

Our records indicate that this recipient did not receive any Indirect Compensation. Please review your records to determine whether this service provider may have received any compensation not reported.

Recipient: Envestnet Retirement Solutions, LLC(ERS) EIN: 61-1732930

Indirect Compensation

Annual basis point fee for Envestnet's plan investment management services

Service code: 28

Payor: Massachusetts Mutual Life Insurance Company EIN: 04-1590850

Mass Mutual paid Envestnet Retirement Solutions, LLC(ERS) an annual fee based on a tiered percentage of assets equal to 1.32 bps of the aggregate assets of all participating plans in the Fiduciary Assure Program with respect to ERS's investment management services.

Direct Revenue Detail

Recipient: *Massachusetts Mutual Life Insurance Company*

<u>Fee Description</u>	<u>Dollar Amount</u>
Paper Enrollment Fee	\$850.00
Participant Fee	\$7,512.67
Loan Set-up Fee	\$1,725.00
Rapid Delivery Fee	\$560.00
One-Time Distribution Fee	\$1,700.00
Total Direct Revenue:	\$12,347.67

Recipient: *EDWARD D JONES & CO*

<u>Fee Description</u>	<u>Dollar Amount</u>
Expense Budget Account: Service Provider Fee	\$16,378.05
Total Direct Revenue:	\$16,378.05

Grand Total Direct Fees:	\$28,725.72
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Schedule C Soft Dollar Compensation Eligible Indirect Compensation Statement

Mutual fund investments of the plan (whether direct or indirect through a separate investment account) may have soft dollar arrangements pursuant to which the investment advisor or sub-advisor to the mutual fund (and/or its affiliates) may direct trades to certain brokers in exchange for research and other services, other than just trade execution. For plans investing directly or indirectly in the MassMutual Premier or Select Funds, the funds listed below had soft dollar arrangements during the previous fiscal year-end. For details, please refer to the Portfolio Transactions and Brokerage section of the Statement of Additional Information (“SAI”). For all other mutual funds, MassMutual provided the required written disclosure in the Statement of Additional Information (“SAI”).

For additional information on soft dollar compensation, refer to the section of the mutual fund’s SAI that discusses brokerage allocation and other practices.

MassMutual Premier Funds

MassMutual Premier Global Fund
MassMutual Premier International Eq Fund
MassMutual Premier Main Street Fund
MassMutual Premier Small Cap Opps Fund
MassMutual Premier Strat Emerg Mkts Fund

MassMutual Select Funds

MassMutual Select BlackRock Gbl Allc Fund
MassMutual Select Blue Chip Growth Fund
MassMutual Select Diversified Value Fund
MassMutual Select Equity Opports Fund
MassMutual Select Fundamental Value Fund
MassMutual Select Growth Opps Fund
MassMutual Select Mid Cap Growth Fund
MassMutual Select Mid Cap Value Fund
MassMutual Select Overseas Fund
MassMutual Select Small Cap Growth Eq Fund
MassMutual Select Small Cap Val Eq Fund
MassMutual Select Small Company Val Fund
MassMutual Select TRP Intl Equity
MassMutual Select TRP Retirement 2005
MassMutual Select TRP Retirement 2010
MassMutual Select TRP Retirement 2015
MassMutual Select TRP Retirement 2020
MassMutual Select TRP Retirement 2025
MassMutual Select TRP Retirement 2030
MassMutual Select TRP Retirement 2035
MassMutual Select TRP Retirement 2040
MassMutual Select TRP Retirement 2045
MassMutual Select TRP Retirement 2050
MassMutual Select TRP Retirement 2055
MassMutual Select TRP Retirement 2060
MassMutual Select TRP Retirement Bal

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2019 and 2018

K&M Tire, Inc. 401(k) Plan
December 31, 2019 and 2018

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Independent Auditor's Report

Plan Administrator
K&M Tire, Inc. 401(k) Plan
Delphos, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of K&M Tire, Inc. 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, 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 and attorney-in-fact Massachusetts Mutual Life Insurance Company, the administrative services provider as an agent for Talcott Resolution Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2019 and 2018, that the information provided to the Plan Administrator by the custodian's agent is complete and accurate to the best of their knowledge.

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 schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the custodian, 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*.

BKD, LLP

Fort Wayne, Indiana
September 30, 2020

Federal Employer Identification Number: 44-0160260

K&M Tire, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Assets		
Investments		
At fair value	\$ 8,365,477	\$ 6,286,179
At contract value	<u>1,145,154</u>	<u>917,336</u>
Total investments	<u>9,510,631</u>	<u>7,203,515</u>
Receivables		
Employer's contributions	61,396	54,080
Notes receivable from participants	<u>192,211</u>	<u>154,798</u>
Total receivables	<u>253,607</u>	<u>208,878</u>
Total assets	<u>9,764,238</u>	<u>7,412,393</u>
Liabilities		
Prefunded contributions	13,516	-
Excess contributions payable	<u>38,351</u>	<u>32,271</u>
Total liabilities	<u>51,867</u>	<u>32,271</u>
Net Assets Available for Benefits	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2019 and 2018

	2019	2018
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 1,791,063	\$ (481,231)
Interest and dividends	-	364
Net investment income (loss)	<u>1,791,063</u>	<u>(480,867)</u>
Interest Income on Notes Receivable From Participants	<u>8,532</u>	<u>7,428</u>
Contributions		
Participants	750,813	649,902
Employer	239,692	206,352
Rollovers	323,301	395,693
	<u>1,313,806</u>	<u>1,251,947</u>
Total additions	<u>3,113,401</u>	<u>778,508</u>
Deductions		
Benefits paid to participants	768,804	542,460
Administrative expenses	12,348	7,438
Total deductions	<u>781,152</u>	<u>549,898</u>
Net Increase	2,332,249	228,610
Net Assets Available for Benefits, Beginning of Year	<u>7,380,122</u>	<u>7,151,512</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 1: Description of the Plan

The following description of the K&M Tire, Inc. 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the Plan Administrator.

General

The Plan is a defined contribution plan covering substantially all employees of K&M Tire, Inc. (Company) who are 18 years of age and have one year of service. It is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Massachusetts Mutual Life Insurance Company serves as the Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 75 percent of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may also match a portion of employee contributions, which is determined annually by the Company's Board of Directors. Matching contributions were \$239,692 and \$206,352 during 2019 and 2018, respectively.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. 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 earnings thereon. Vesting in the Company's matching contributions portion of a participant's account plus the earnings thereon is based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

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 percent of their account balance. The loans are secured by the balance in the participant's account. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits

Upon termination of service, participants may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, annual installments over a future period or a joint and survivor annuity. At December 31, 2019 and 2018, there were no Plan assets allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Forfeited Accounts

Forfeited nonvested account balance totaled \$5,737 and \$2,605 at December 31, 2019 and 2018, respectively. Forfeitures are used to pay Plan expenses or are reallocated to participants in the same manner as nonelective employer contributions.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 the 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.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Pooled separate accounts are valued at the net asset value (NAV) of the units of the pooled separate accounts as provided by the custodian. The NAV is used as a practical expedient to estimate the fair value of the pooled separate accounts.

Fully benefit-responsive investment contracts are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less participant withdrawals and administration expenses.

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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Tax Status

The Plan operates under a volume submitter profit sharing Plan Document sponsored by Massachusetts Mutual Life Insurance Company. This Plan Document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, at the Company's discretion.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

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 in investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 3: Certification by Plan Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2019 and 2018
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2019 and 2018
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2019

The Plan's independent auditors did not perform procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Note 4: 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, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more or such an employer or employee association or relatives of such persons.

Fees for trust and management services paid by the Plan to the custodian, third-party administrator and an investment management company were \$12,348 and \$7,438 during 2019 and 2018, respectively. The Plan also offers certain investment products issued by the custodian.

The Plan incurs expenses related to general administration and record keeping. The Plan Sponsor pays these expenses and certain accounting and auditing fees relating to the Plan.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 5: Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2019 and 2018, to Form 5500:

	2019	2018
Net assets available for benefits per the financial statements	\$ 9,712,371	\$ 7,380,122
Less: Contributions receivable	(61,396)	(54,080)
Plus: Excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Net assets available for benefits per Form 5500	<u>\$ 9,702,842</u>	<u>\$ 7,358,313</u>

The following is a reconciliation of contributions per the accompanying financial statements to Form 5500:

	2019	2018
Contributions per the accompanying financial statements	\$ 1,313,806	\$ 1,251,947
Less: Current year contributions receivable	(61,396)	(54,080)
Plus: Prior year contributions receivable	54,080	154,362
Plus: Current year excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Contributions per the Form 5500	<u>\$ 1,358,357</u>	<u>\$ 1,384,500</u>

Other differences between the accompanying financial statements and Form 5500 relate to classification differences.

Note 6: Disclosures About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

At December 31, 2019 and 2018, the Plan does not hold any investments classified as Level 1, Level 2 or Level 3 within the fair value hierarchy. The following is a summary of the Plan's assets measured at fair value on a recurring basis at December 31, 2019 and 2018:

	December 31,	
	2019	2018
Pooled separate accounts (A)	\$ 8,365,477	\$ 6,286,179

(A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value 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 statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

The pooled separate accounts are valued based upon the net asset value (NAV) of the funds multiplied by the units held by the Plan at year-end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The underlying investments of the pooled separate accounts consist solely of mutual funds and the investment strategy of the respective pooled separate accounts aligns directly with the investment strategy of the underlying mutual fund investments.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2019 and 2018. There are no participant redemption restrictions for these investments:

		December 31, 2019		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 8,365,477	N/A	Daily	None

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

		December 31, 2018		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 6,286,179	N/A	Daily	None

(A) Pooled separate accounts include various separate accounts. Details of the pooled separate accounts held are listed in the accompanying supplemental schedule of assets (held at end of year). Large Cap pooled separate accounts seek growth of capital and invest primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. Mid-Cap pooled separate accounts seek capital appreciation primarily in stocks of leveraged companies. Small Cap pooled separate accounts invest primarily in companies with lower market capitalization at the time of purchase and have potential for capital appreciation. Target portfolio pooled separate accounts seek a high total return until the fund's target retirement date under normal market conditions. Balanced pooled separate accounts seek to provide an aggregate total return of the market index composed of small, medium or large sized U.S. Companies and debt securities. Bond pooled separate accounts seek to provide consistent income through investments in debt securities offered by U.S. corporations and government agencies. International pooled separate accounts seek to invest in primarily non-U.S. companies that trade in foreign markets that are generally considered to be well established.

Note 7: Investment Contract With Insurance Company

In 2001, the Plan entered into a fully benefit-responsive investment contract with Massachusetts Mutual Life Insurance Company (Mass Mutual). Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

The guaranteed investment contract is fully benefit-responsive; therefore, contract value is the relevant measurement. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The guaranteed investment contract is a traditional investment contract.

Note 8: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$322 were not remitted within the required time period during the year ended December 31, 2019, and will be contributed along with lost earnings in accordance with the Department of Labor's self-correction program during the December 31, 2020, Plan year.

Note 9: Subsequent Events

Subsequent events have been evaluated through September 30, 2020, which is the date the financial statements were available to be issued.

As a result of the spread of the SARS-CoV-2 virus and the incidence of COVID-19, economic uncertainties have arisen which may negatively affect the financial position the Plan. There has been significant volatility in the investment markets both nationally and globally since December 31, 2019, resulting in volatility in certain market segments which has resulted fluctuations in the value of the Plan's investment portfolio. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

Supplemental Schedules

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions December 31, 2019

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions			Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP			
\$ 322	\$ 322	\$ —		\$ —	\$ —

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2019

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
* Massachusetts Mutual Life Insurance Company Pooled Separate Accounts		
Hartford Balanced	63,020 Units	\$ 525,918
Hartford Capital Appreciation	82,858 Units	1,673,389
Hartford Dividend & Growth	126,080 Units	950,403
Hartford International Opportunities	139,488 Units	739,923
Hartford Midcap	106,758 Units	1,424,868
Hartford Stock	134,409 Units	790,022
Hartford Total Return Bond	87,474 Units	268,159
JPMorgan SmartRetirement 2020	3,168 Units	53,858
JPMorgan SmartRetirement 2025	13,282 Units	239,840
JPMorgan SmartRetirement 2030	5,365 Units	101,468
JPMorgan SmartRetirement 2035	8,606 Units	168,577
JPMorgan SmartRetirement 2040	4,397 Units	88,340
JPMorgan SmartRetirement 2045	7,389 Units	149,470
JPMorgan SmartRetirement 2055	6,232 Units	120,382
JPMorgan SmartRetirement 2050	6,544 Units	132,176
JPMorgan SmartRetirement Income	5,729 Units	85,874
Blackrock S&P 500 Index	69,911 Units	852,810
		<u>8,365,477</u>
* Investment Contract With Insurance Company Massachusetts Mutual Life Insurance Company		
Guaranteed Interest Account	716,062 Units	1,145,154
* Participant Loans	Maturing at various dates through 2024 with interest rates ranging from 4.00% to 8.25%	<u>192,211</u>
		<u><u>\$ 9,702,842</u></u>

* Party-in-interest

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2019 and 2018

K&M Tire, Inc. 401(k) Plan
December 31, 2019 and 2018

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Independent Auditor's Report

Plan Administrator
K&M Tire, Inc. 401(k) Plan
Delphos, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of K&M Tire, Inc. 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, 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 and attorney-in-fact Massachusetts Mutual Life Insurance Company, the administrative services provider as an agent for Talcott Resolution Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2019 and 2018, that the information provided to the Plan Administrator by the custodian's agent is complete and accurate to the best of their knowledge.

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 schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the custodian, 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*.

BKD, LLP

Fort Wayne, Indiana
September 30, 2020

Federal Employer Identification Number: 44-0160260

K&M Tire, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Assets		
Investments		
At fair value	\$ 8,365,477	\$ 6,286,179
At contract value	<u>1,145,154</u>	<u>917,336</u>
Total investments	<u>9,510,631</u>	<u>7,203,515</u>
Receivables		
Employer's contributions	61,396	54,080
Notes receivable from participants	<u>192,211</u>	<u>154,798</u>
Total receivables	<u>253,607</u>	<u>208,878</u>
Total assets	<u>9,764,238</u>	<u>7,412,393</u>
Liabilities		
Prefunded contributions	13,516	-
Excess contributions payable	<u>38,351</u>	<u>32,271</u>
Total liabilities	<u>51,867</u>	<u>32,271</u>
Net Assets Available for Benefits	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2019 and 2018

	2019	2018
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 1,791,063	\$ (481,231)
Interest and dividends	-	364
Net investment income (loss)	<u>1,791,063</u>	<u>(480,867)</u>
Interest Income on Notes Receivable From Participants	<u>8,532</u>	<u>7,428</u>
Contributions		
Participants	750,813	649,902
Employer	239,692	206,352
Rollovers	323,301	395,693
	<u>1,313,806</u>	<u>1,251,947</u>
Total additions	<u>3,113,401</u>	<u>778,508</u>
Deductions		
Benefits paid to participants	768,804	542,460
Administrative expenses	12,348	7,438
Total deductions	<u>781,152</u>	<u>549,898</u>
Net Increase	2,332,249	228,610
Net Assets Available for Benefits, Beginning of Year	<u>7,380,122</u>	<u>7,151,512</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 1: Description of the Plan

The following description of the K&M Tire, Inc. 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the Plan Administrator.

General

The Plan is a defined contribution plan covering substantially all employees of K&M Tire, Inc. (Company) who are 18 years of age and have one year of service. It is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Massachusetts Mutual Life Insurance Company serves as the Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 75 percent of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may also match a portion of employee contributions, which is determined annually by the Company's Board of Directors. Matching contributions were \$239,692 and \$206,352 during 2019 and 2018, respectively.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. 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 earnings thereon. Vesting in the Company's matching contributions portion of a participant's account plus the earnings thereon is based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service.

K&M Tire, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2019 and 2018

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 percent of their account balance. The loans are secured by the balance in the participant's account. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits

Upon termination of service, participants may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, annual installments over a future period or a joint and survivor annuity. At December 31, 2019 and 2018, there were no Plan assets allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Forfeited Accounts

Forfeited nonvested account balance totaled \$5,737 and \$2,605 at December 31, 2019 and 2018, respectively. Forfeitures are used to pay Plan expenses or are reallocated to participants in the same manner as nonelective employer contributions.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 the 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.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Pooled separate accounts are valued at the net asset value (NAV) of the units of the pooled separate accounts as provided by the custodian. The NAV is used as a practical expedient to estimate the fair value of the pooled separate accounts.

Fully benefit-responsive investment contracts are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less participant withdrawals and administration expenses.

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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Tax Status

The Plan operates under a volume submitter profit sharing Plan Document sponsored by Massachusetts Mutual Life Insurance Company. This Plan Document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, at the Company's discretion.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

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 in investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 3: Certification by Plan Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2019 and 2018
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2019 and 2018
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2019

The Plan's independent auditors did not perform procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Note 4: 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, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more or such an employer or employee association or relatives of such persons.

Fees for trust and management services paid by the Plan to the custodian, third-party administrator and an investment management company were \$12,348 and \$7,438 during 2019 and 2018, respectively. The Plan also offers certain investment products issued by the custodian.

The Plan incurs expenses related to general administration and record keeping. The Plan Sponsor pays these expenses and certain accounting and auditing fees relating to the Plan.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 5: Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2019 and 2018, to Form 5500:

	2019	2018
Net assets available for benefits per the financial statements	\$ 9,712,371	\$ 7,380,122
Less: Contributions receivable	(61,396)	(54,080)
Plus: Excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Net assets available for benefits per Form 5500	<u>\$ 9,702,842</u>	<u>\$ 7,358,313</u>

The following is a reconciliation of contributions per the accompanying financial statements to Form 5500:

	2019	2018
Contributions per the accompanying financial statements	\$ 1,313,806	\$ 1,251,947
Less: Current year contributions receivable	(61,396)	(54,080)
Plus: Prior year contributions receivable	54,080	154,362
Plus: Current year excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Contributions per the Form 5500	<u>\$ 1,358,357</u>	<u>\$ 1,384,500</u>

Other differences between the accompanying financial statements and Form 5500 relate to classification differences.

Note 6: Disclosures About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

At December 31, 2019 and 2018, the Plan does not hold any investments classified as Level 1, Level 2 or Level 3 within the fair value hierarchy. The following is a summary of the Plan's assets measured at fair value on a recurring basis at December 31, 2019 and 2018:

	December 31,	
	2019	2018
Pooled separate accounts (A)	\$ 8,365,477	\$ 6,286,179

(A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value 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 statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

The pooled separate accounts are valued based upon the net asset value (NAV) of the funds multiplied by the units held by the Plan at year-end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The underlying investments of the pooled separate accounts consist solely of mutual funds and the investment strategy of the respective pooled separate accounts aligns directly with the investment strategy of the underlying mutual fund investments.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2019 and 2018. There are no participant redemption restrictions for these investments:

		December 31, 2019		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 8,365,477	N/A	Daily	None

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

			December 31, 2018	
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 6,286,179	N/A	Daily	None

(A) Pooled separate accounts include various separate accounts. Details of the pooled separate accounts held are listed in the accompanying supplemental schedule of assets (held at end of year). Large Cap pooled separate accounts seek growth of capital and invest primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. Mid-Cap pooled separate accounts seek capital appreciation primarily in stocks of leveraged companies. Small Cap pooled separate accounts invest primarily in companies with lower market capitalization at the time of purchase and have potential for capital appreciation. Target portfolio pooled separate accounts seek a high total return until the fund's target retirement date under normal market conditions. Balanced pooled separate accounts seek to provide an aggregate total return of the market index composed of small, medium or large sized U.S. Companies and debt securities. Bond pooled separate accounts seek to provide consistent income through investments in debt securities offered by U.S. corporations and government agencies. International pooled separate accounts seek to invest in primarily non-U.S. companies that trade in foreign markets that are generally considered to be well established.

Note 7: Investment Contract With Insurance Company

In 2001, the Plan entered into a fully benefit-responsive investment contract with Massachusetts Mutual Life Insurance Company (Mass Mutual). Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

The guaranteed investment contract is fully benefit-responsive; therefore, contract value is the relevant measurement. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The guaranteed investment contract is a traditional investment contract.

Note 8: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$322 were not remitted within the required time period during the year ended December 31, 2019, and will be contributed along with lost earnings in accordance with the Department of Labor's self-correction program during the December 31, 2020, Plan year.

Note 9: Subsequent Events

Subsequent events have been evaluated through September 30, 2020, which is the date the financial statements were available to be issued.

As a result of the spread of the SARS-CoV-2 virus and the incidence of COVID-19, economic uncertainties have arisen which may negatively affect the financial position the Plan. There has been significant volatility in the investment markets both nationally and globally since December 31, 2019, resulting in volatility in certain market segments which has resulted fluctuations in the value of the Plan's investment portfolio. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

Supplemental Schedules

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions December 31, 2019

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
\$ 322	\$ 322	\$ —	\$ —		\$ —

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2019

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
* Massachusetts Mutual Life Insurance Company Pooled Separate Accounts		
Hartford Balanced	63,020 Units	\$ 525,918
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Hartford Midcap	106,758 Units	1,424,868
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JPMorgan SmartRetirement 2040	4,397 Units	88,340
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JPMorgan SmartRetirement Income	5,729 Units	85,874
Blackrock S&P 500 Index	69,911 Units	852,810
		<u>8,365,477</u>
* Investment Contract With Insurance Company Massachusetts Mutual Life Insurance Company		
Guaranteed Interest Account	716,062 Units	1,145,154
* Participant Loans	Maturing at various dates through 2024 with interest rates ranging from 4.00% to 8.25%	<u>192,211</u>
		<u><u>\$ 9,702,842</u></u>

* Party-in-interest

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Independent Auditor's Report and Financial Statements
December 31, 2019 and 2018

K&M Tire, Inc. 401(k) Plan
December 31, 2019 and 2018

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Independent Auditor's Report

Plan Administrator
K&M Tire, Inc. 401(k) Plan
Delphos, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of K&M Tire, Inc. 401(k) Plan (Plan), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, 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 and attorney-in-fact Massachusetts Mutual Life Insurance Company, the administrative services provider as an agent for Talcott Resolution Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodian holds the Plan's investment assets and notes receivable from participants and executes transactions related to these assets. The Plan Administrator has obtained certifications from the custodian as of and for the years ended December 31, 2019 and 2018, that the information provided to the Plan Administrator by the custodian's agent is complete and accurate to the best of their knowledge.

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 schedules listed in the table of contents are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

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 schedules, other than that derived from the information certified by the custodian, 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*.

BKD, LLP

Fort Wayne, Indiana
September 30, 2020

Federal Employer Identification Number: 44-0160260

K&M Tire, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
Assets		
Investments		
At fair value	\$ 8,365,477	\$ 6,286,179
At contract value	<u>1,145,154</u>	<u>917,336</u>
Total investments	<u>9,510,631</u>	<u>7,203,515</u>
Receivables		
Employer's contributions	61,396	54,080
Notes receivable from participants	<u>192,211</u>	<u>154,798</u>
Total receivables	<u>253,607</u>	<u>208,878</u>
Total assets	<u>9,764,238</u>	<u>7,412,393</u>
Liabilities		
Prefunded contributions	13,516	-
Excess contributions payable	<u>38,351</u>	<u>32,271</u>
Total liabilities	<u>51,867</u>	<u>32,271</u>
Net Assets Available for Benefits	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2019 and 2018

	2019	2018
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ 1,791,063	\$ (481,231)
Interest and dividends	-	364
Net investment income (loss)	<u>1,791,063</u>	<u>(480,867)</u>
Interest Income on Notes Receivable From Participants	<u>8,532</u>	<u>7,428</u>
Contributions		
Participants	750,813	649,902
Employer	239,692	206,352
Rollovers	323,301	395,693
	<u>1,313,806</u>	<u>1,251,947</u>
Total additions	<u>3,113,401</u>	<u>778,508</u>
Deductions		
Benefits paid to participants	768,804	542,460
Administrative expenses	12,348	7,438
Total deductions	<u>781,152</u>	<u>549,898</u>
Net Increase	2,332,249	228,610
Net Assets Available for Benefits, Beginning of Year	<u>7,380,122</u>	<u>7,151,512</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 9,712,371</u></u>	<u><u>\$ 7,380,122</u></u>

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 1: Description of the Plan

The following description of the K&M Tire, Inc. 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which is available from the Plan Administrator.

General

The Plan is a defined contribution plan covering substantially all employees of K&M Tire, Inc. (Company) who are 18 years of age and have one year of service. It is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Massachusetts Mutual Life Insurance Company serves as the Plan custodian.

Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 75 percent of eligible compensation. Employee rollover contributions are also permitted. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Company may also match a portion of employee contributions, which is determined annually by the Company's Board of Directors. Matching contributions were \$239,692 and \$206,352 during 2019 and 2018, respectively.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and Plan earnings and is charged with an allocation of administrative expenses. 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 earnings thereon. Vesting in the Company's matching contributions portion of a participant's account plus the earnings thereon is based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service.

K&M Tire, Inc. 401(k) Plan
Notes to Financial Statements
December 31, 2019 and 2018

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 percent of their account balance. The loans are secured by the balance in the participant's account. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator. Principal and interest is paid ratably through monthly payroll deductions.

Payment of Benefits

Upon termination of service, participants may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, annual installments over a future period or a joint and survivor annuity. At December 31, 2019 and 2018, there were no Plan assets allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Forfeited Accounts

Forfeited nonvested account balance totaled \$5,737 and \$2,605 at December 31, 2019 and 2018, respectively. Forfeitures are used to pay Plan expenses or are reallocated to participants in the same manner as nonelective employer contributions.

Plan Termination

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

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements 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 the 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.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Pooled separate accounts are valued at the net asset value (NAV) of the units of the pooled separate accounts as provided by the custodian. The NAV is used as a practical expedient to estimate the fair value of the pooled separate accounts.

Fully benefit-responsive investment contracts are valued at contract value. Contract value represents contributions made under the contract, plus interest at the contract rate, less participant withdrawals and administration expenses.

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 (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Tax Status

The Plan operates under a volume submitter profit sharing Plan Document sponsored by Massachusetts Mutual Life Insurance Company. This Plan Document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

Administrative Expenses

Administrative expenses are paid by the Company or the Plan, at the Company's discretion.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

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 in investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 3: Certification by Plan Custodian

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the custodian has certified the following information included in the accompanying financial statements and supplemental schedule is complete and accurate:

- Investments and notes receivable from participants as shown in the statements of net assets available for benefits and related disclosures as of December 31, 2019 and 2018
- Investment income and interest income from notes receivable from participants as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2019 and 2018
- Investment information included in the accompanying schedule of assets (held at end of year) as of December 31, 2019

The Plan's independent auditors did not perform procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Note 4: 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, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more or such an employer or employee association or relatives of such persons.

Fees for trust and management services paid by the Plan to the custodian, third-party administrator and an investment management company were \$12,348 and \$7,438 during 2019 and 2018, respectively. The Plan also offers certain investment products issued by the custodian.

The Plan incurs expenses related to general administration and record keeping. The Plan Sponsor pays these expenses and certain accounting and auditing fees relating to the Plan.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Note 5: Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2019 and 2018, to Form 5500:

	2019	2018
Net assets available for benefits per the financial statements	\$ 9,712,371	\$ 7,380,122
Less: Contributions receivable	(61,396)	(54,080)
Plus: Excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Net assets available for benefits per Form 5500	<u>\$ 9,702,842</u>	<u>\$ 7,358,313</u>

The following is a reconciliation of contributions per the accompanying financial statements to Form 5500:

	2019	2018
Contributions per the accompanying financial statements	\$ 1,313,806	\$ 1,251,947
Less: Current year contributions receivable	(61,396)	(54,080)
Plus: Prior year contributions receivable	54,080	154,362
Plus: Current year excess contributions payable	38,351	32,271
Plus: Prefunded contributions	<u>13,516</u>	<u>—</u>
Contributions per the Form 5500	<u>\$ 1,358,357</u>	<u>\$ 1,384,500</u>

Other differences between the accompanying financial statements and Form 5500 relate to classification differences.

Note 6: Disclosures About Fair Value of Plan Assets and Liabilities

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. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets or liabilities
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
- Level 3** Unobservable inputs supported by little or no market activity and are significant to the fair value of the assets or liabilities

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

At December 31, 2019 and 2018, the Plan does not hold any investments classified as Level 1, Level 2 or Level 3 within the fair value hierarchy. The following is a summary of the Plan's assets measured at fair value on a recurring basis at December 31, 2019 and 2018:

	December 31,	
	2019	2018
Pooled separate accounts (A)	\$ 8,365,477	\$ 6,286,179

(A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value 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 statements of net assets available for benefits.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis.

Investments

The pooled separate accounts are valued based upon the net asset value (NAV) of the funds multiplied by the units held by the Plan at year-end. The NAV, as provided by the custodian, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The underlying investments of the pooled separate accounts consist solely of mutual funds and the investment strategy of the respective pooled separate accounts aligns directly with the investment strategy of the underlying mutual fund investments.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2019 and 2018. There are no participant redemption restrictions for these investments:

		December 31, 2019		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 8,365,477	N/A	Daily	None

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

		December 31, 2018		
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Pooled separate accounts (A)	\$ 6,286,179	N/A	Daily	None

(A) Pooled separate accounts include various separate accounts. Details of the pooled separate accounts held are listed in the accompanying supplemental schedule of assets (held at end of year). Large Cap pooled separate accounts seek growth of capital and invest primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. Mid-Cap pooled separate accounts seek capital appreciation primarily in stocks of leveraged companies. Small Cap pooled separate accounts invest primarily in companies with lower market capitalization at the time of purchase and have potential for capital appreciation. Target portfolio pooled separate accounts seek a high total return until the fund's target retirement date under normal market conditions. Balanced pooled separate accounts seek to provide an aggregate total return of the market index composed of small, medium or large sized U.S. Companies and debt securities. Bond pooled separate accounts seek to provide consistent income through investments in debt securities offered by U.S. corporations and government agencies. International pooled separate accounts seek to invest in primarily non-U.S. companies that trade in foreign markets that are generally considered to be well established.

Note 7: Investment Contract With Insurance Company

In 2001, the Plan entered into a fully benefit-responsive investment contract with Massachusetts Mutual Life Insurance Company (Mass Mutual). Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate guaranteed to the Plan.

The guaranteed investment contract is fully benefit-responsive; therefore, contract value is the relevant measurement. Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against the contract value for credit risk of the contract issuer or otherwise.

K&M Tire, Inc. 401(k) Plan

Notes to Financial Statements

December 31, 2019 and 2018

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

The guaranteed investment contract is a traditional investment contract.

Note 8: Nonexempt Transactions

Defined contribution plans are required to remit employee contributions to the Plan as soon as they can be reasonably segregated from the employer's general assets, but no later than the 15th business day of the month following the month in which the participant contributions are withheld by the employer. Contributions of \$322 were not remitted within the required time period during the year ended December 31, 2019, and will be contributed along with lost earnings in accordance with the Department of Labor's self-correction program during the December 31, 2020, Plan year.

Note 9: Subsequent Events

Subsequent events have been evaluated through September 30, 2020, which is the date the financial statements were available to be issued.

As a result of the spread of the SARS-CoV-2 virus and the incidence of COVID-19, economic uncertainties have arisen which may negatively affect the financial position the Plan. There has been significant volatility in the investment markets both nationally and globally since December 31, 2019, resulting in volatility in certain market segments which has resulted fluctuations in the value of the Plan's investment portfolio. The duration of these uncertainties and the ultimate financial effects cannot be reasonably estimated at this time.

Supplemental Schedules

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions December 31, 2019

Participant Contributions Transferred Late to Plan	Total That Constitute Nonexempt Prohibited Transactions				Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP		
\$ 322	\$ 322	\$ —	\$ —		\$ —

K&M Tire, Inc. 401(k) Plan

EIN 34-1212834 PN 001

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2019

(a)(b) Identity of Issuer	(c) Description of Investment	(e) Current Value
* Massachusetts Mutual Life Insurance Company Pooled Separate Accounts		
Hartford Balanced	63,020 Units	\$ 525,918
Hartford Capital Appreciation	82,858 Units	1,673,389
Hartford Dividend & Growth	126,080 Units	950,403
Hartford International Opportunities	139,488 Units	739,923
Hartford Midcap	106,758 Units	1,424,868
Hartford Stock	134,409 Units	790,022
Hartford Total Return Bond	87,474 Units	268,159
JPMorgan SmartRetirement 2020	3,168 Units	53,858
JPMorgan SmartRetirement 2025	13,282 Units	239,840
JPMorgan SmartRetirement 2030	5,365 Units	101,468
JPMorgan SmartRetirement 2035	8,606 Units	168,577
JPMorgan SmartRetirement 2040	4,397 Units	88,340
JPMorgan SmartRetirement 2045	7,389 Units	149,470
JPMorgan SmartRetirement 2055	6,232 Units	120,382
JPMorgan SmartRetirement 2050	6,544 Units	132,176
JPMorgan SmartRetirement Income	5,729 Units	85,874
Blackrock S&P 500 Index	69,911 Units	852,810
		<u>8,365,477</u>
* Investment Contract With Insurance Company Massachusetts Mutual Life Insurance Company		
Guaranteed Interest Account	716,062 Units	1,145,154
* Participant Loans	Maturing at various dates through 2024 with interest rates ranging from 4.00% to 8.25%	<u>192,211</u>
		<u><u>\$ 9,702,842</u></u>

* Party-in-interest