

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 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
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)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1985
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) WAGNER & WAGNER AUTO SALES, INC. 760 BOSTON TURNPIKE SHREWSBURY, MA 01545
2b	Employer Identification Number (EIN) 04-2378354
2c	Plan Sponsor's telephone number 508-581-5678
2d	Business code (see instructions) 441110

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/16/2023	JAMES CONDON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor		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		5 246
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).		
a(1) Total number of active participants at the beginning of the plan year		6a(1) 176
a(2) Total number of active participants at the end of the plan year		6a(2) 176
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits.....		6c 69
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 245
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 1
f Total. Add lines 6d and 6e		6f 246
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 212
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 21
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ 0 A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☒ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) 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
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WAGNER & WAGNER AUTO SALES, INC.	D Employer Identification Number (EIN) 04-2378354	

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

STEWARD PARTNERS INVESTMENT

32-0483695

(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?
27	ADVISOR	21255	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WITHUM, SMITH AND BROWN, PC

22-2027092

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	17472	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	7265	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM CENT MDCPVAL INV - AMERICAN CEN 44-0619208	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AS GOVT SECS IS - DST ASSET MANAGE 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AS SMALL CO VALUE IS - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BAIRD AGGR BOND INST - US BANCORP 39-0281260	0.02%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLKRR HI YLD BD INST - BNY MELLON 301 BELLEVUE PARKWAY WILMINGTON, DE 19809	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BNYM INST S&P500 I - BNY MELLON TR DREYFUS TRANSFER INC 200 PARK AVENUE NEW YORK, NY 10166	0.15%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN GROWTH A - FRANKLIN TEMPL 94-3167260	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN GROWTH ADV - FRANKLIN TEM 94-3167260	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HARTFORD MIDCAP R5 - HARTFORD ADMI 41-0679409	0.10%	

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM US EQUITY R5 - DST ASSET MANAG	430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND A - FRANKLIN TEMP	94-3167260	0.25%
(a) Enter service provider name as it appears on line 2		(b) Service Codes (see instructions)
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND ADV - FRANKLIN TE	94-3167260	0.25%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 WAGNER & WAGNER AUTO SALES, INC.	D Employer Identification Number (EIN) 04-2378354	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)		
(Complete as many entries as needed to report all interests in DFEs)			
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO STABLE INC 1			
b Name of sponsor of entity listed in (a): SEI TRUST COMPANY			
c EIN-PN 45-4367155-036	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1912491	
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)**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 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>		
A Name of plan <u>WAGNER MOTOR SALES AND SUBSIDIARIES 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>WAGNER & WAGNER AUTO SALES, INC.</u>		D Employer Identification Number (EIN) <u>04-2378354</u>

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	1880	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	2886
(2) Participant contributions.....	1b(2)	10342	11640
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	77032	73529
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants).....	1c(7)	0	0
(8) Participant loans.....	1c(8)	227574	203497
(9) Value of interest in common/collective trusts.....	1c(9)	1465213	1912491
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts.....	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	7399825	6183714
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	0	0
(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)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	9181866	8387757

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	9181866	8387757
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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)	200450	
(B) Participants	2a(1)(B)	876978	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1077428
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1116	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	12286	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		13402
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	549595	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		549595
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		31135
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1912417
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		-240857
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	463730	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		463730
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		43530
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	45992	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		45992
j Total expenses. Add all expense amounts in column (b) and enter total	2j		553252
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-794109
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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 Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☒ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☐ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: WITHUM SMITH & BROWN

(2) EIN: 22-2027092

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.)

	Yes	No	Amount
4a		X	

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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		X	

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

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

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

5c Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN		B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 WAGNER & WAGNER AUTO SALES, INC.		D Employer Identification Number (EIN) 04-2378354
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:	14a		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....		14b	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			14c
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)			
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:	15a		
a The corresponding number for the plan year immediately preceding the current plan year.....		15b	
b The corresponding number for the second preceding plan year.....			
16 Information with respect to any employers who withdrew from the plan during the preceding plan year:	16a		
a Enter the number of employers who withdrew during the preceding plan year		16b	
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.....			
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐			

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

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

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

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

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 _____

WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN
Financial Statements and Supplementary Information
December 31, 2022 and 2021
With Independent Auditor's Report

Wagner Motor Sales and Subsidiaries 401(k) Plan
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December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Plan Participants of
Wagner Motor Sales and Subsidiaries 401(k) Plan:

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Wagner Motor Sales and Subsidiaries 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Wagner Motor Sales and Subsidiaries 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Wagner Motor Sales and Subsidiaries 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Wagner Motor Sales and Subsidiaries 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Wagner Motor Sales and Subsidiaries 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Wagner Motor Sales and Subsidiaries 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in blue ink that reads "Withum Smith & Brown, PC".

October 11, 2023

Wagner Motor Sales and Subsidiaries 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Participant-directed investments, at fair value		
Mutual funds	\$ 6,257,243	\$ 7,476,857
Stable value collective trust fund	<u>1,912,491</u>	<u>1,465,213</u>
Total investments	8,169,734	8,942,070
Contribution receivable - participants	11,640	10,342
Contribution receivable - employer	2,886	1,880
Notes receivable from participants	<u>203,497</u>	<u>227,574</u>
Net assets available for benefits	<u>\$ 8,387,757</u>	<u>\$ 9,181,866</u>

The Notes to Financial Statements are an integral part of these statements.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Investment income (loss)	
Net depreciation in fair value of investments	\$ (1,881,282)
Interest and dividend income	<u>550,711</u>
Net Investment Loss	<u>(1,330,571)</u>
 Interest income on notes receivable from participants	 <u>12,286</u>
 Contributions	
Participant contributions	876,978
Employer contributions	<u>200,450</u>
Total contributions	<u>1,077,428</u>
 Deductions	
Benefits paid to participants	507,260
Administrative expenses	<u>45,992</u>
Total deductions	<u>553,252</u>
 Net change in net assets available for benefits	 (794,109)
 Net assets available for benefits	
Beginning of year	<u>9,181,866</u>
 End of year	 <u>\$ 8,387,757</u>

The Notes to Financial Statements are an integral part of this statement.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN

Organization

The Wagner Motor Sales and Subsidiaries 401(k) Plan (the "Plan") is sponsored by Wagner & Wagner Auto Sales, Inc. (the "Company") for the benefit of employees of the Company and its affiliates. The Company acts as Plan administrator. The assets of the Plan are under the control of the Plan's trustee, Fidelity Management Trust Company. The trustee holds, manages, and invests the Plan's assets. Fidelity Workplace Services LLC is the third party recordkeeper for the Plan.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees meeting the eligibility requirements of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). A summary description of the Plan is available from the Company.

Eligibility

All employees who have attained the age of 21 and have completed three months of service with the Company are eligible to participate in the Plan. However, employees who are residents of Puerto Rico, covered by a collective bargaining agreement, unless the agreement requires the employee(s) to be included under the Plan, or nonresident aliens with no income from a U.S. source, are not eligible. The entrance date for participation in the Plan is the month following the completion of three months of service.

Contributions

Participants may contribute up to 92% of eligible compensation on a pre-tax basis, subject to Internal Revenue Code ("IRC") limitations (\$20,500 for 2022). The Plan also allows participants to contribute, on an after-tax basis, to a Roth 401(k) account, subject to IRS limitations. The Plan also contains an automatic enrollment feature. If you are subject to automatic enrollment, you will be notified prior to when your Employer will begin to automatically deduct from your pay on a pre-tax basis as a Deferral Contribution. Participants can roll over part or all of an eligible rollover distribution received from an eligible retirement plan into this Plan even if they have not satisfied age and service requirements; however, they will not become a Participant in the Plan until they have met eligibility and entry date requirements. Further, participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions (\$7,500 in 2022 and \$6,500 in 2021). The Company may make discretionary matching contributions and profit-sharing contributions to the Plan. Participants are required to work a minimum of 1,000 hours on an annual basis to receive a profit-sharing contribution.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contribution, if applicable, and an allocation of Plan earnings. The participant's account is reduced by withdrawals, losses on investments, administrative expenses, and any forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions vest immediately. Company contributions vest as follows: 20% after 2 years of service; 40% after 3 years of service; 60% after 4 years of service; 80% after 5 years of service; and 100% after 6 years of service.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Payment of Benefits

Distributions from the Plan are made to participants who have attained their normal retirement age (age 65), become disabled, die or otherwise terminate employment. Distributions are made in the form of lump sum payments for accounts not exceeding \$5,000. For account balances greater than \$5,000, participants may elect a lump sum payment or a periodic annuity. In certain instances, prior to termination, participants may withdraw account balances to defray financial obligations, subject to approval by the Plan administrator. Hardship withdrawals are subject to taxes.

Notes Receivable from Participants

Participants may borrow funds from the Plan up to 50% (but not more than \$50,000) of their vested account balances, subject to certain limitations. Loans to participants are secured by participants' vested balances in the Plan. The loans bear a reasonable rate of interest (ranging from 5.25% to 9% for loans outstanding at December 31, 2022, maturing at various dates through 2035) and are repaid over a specified period of time not to exceed 5 years (extended terms are available if the loan is for the purpose of acquiring a principal residence).

Forfeited Accounts

At December 31, 2022 and 2021 forfeited nonvested accounts totaled \$63,428 and \$67,036 respectively. Such amounts are to be reallocated to all participants eligible to share in the matching contributions and/or used to pay administrative expenses of the Plan. For the year ended December 31, 2022, \$22,224 of forfeited account balances was used to pay administrative expenses of the Plan.

Investment Options

Participants direct the investment of their contribution into their choice of investment options offered by the Plan. Sponsor contributions are invested as directed by the participants.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting under accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment Valuation and Income Recognition

Investments in mutual funds are stated at fair value based on the latest available market prices. Investment in the stable value collective trust fund is stated at fair value based on the net asset value of the units held. The net asset value is used as the practical expedient to estimate fair value. Any unrealized appreciation or depreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits. The Plan's investments are invested as directed by the Plan participants. Fair value measurements of investments are discussed in Note 3.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related loan fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments and are not readily determinable.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

3. FAIR VALUE MEASUREMENTS OF INVESTMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021, respectively.

Mutual Funds - Shares of mutual funds are valued at quoted market prices, which represent the net asset value (NAV) of the shares held by the Plan at year end.

Stable Value Collective Trust Fund: The stable value collective trust fund is valued based on the Plan's pro rata share of the fund's values which are determined by the underlying market value and have been measured at net asset value ("NAV"). The Plan invests in the Pimco Stable Income Fund which is a common/collective trust fund invested in stable value investment contracts. The net asset value (which approximates contract value) is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. There are no participant redemption restrictions for this investment and participant transactions (purchases and sales) may occur daily. There are no unfunded commitments.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022 and 2021:

December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 6,257,243	\$ -	\$ -	\$ 6,257,243
Stable Value Fund*				1,912,491
	<u>\$ 6,257,243</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,169,734</u>
December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 7,476,857	\$ -	\$ -	\$ 7,476,857
Stable Value Fund*				1,465,213
	<u>\$ 7,476,857</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,942,070</u>

*In accordance with Subtopic 820-10 of Accounting Standards Update 2015-07, the Plan's investment in the stable value collective trust fund that has been measured at net asset value per share (or its equivalent) has 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

4. INCOME TAX STATUS

The Plan has adopted a prototype plan offered by Fidelity Management & Research Company. By letter dated July 29, 2020, the Internal Revenue Service has determined that the Prototype Plan and the related trust are designed in accordance with the appropriate sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by the tax authorities; however, there are currently no audits for any tax periods in progress. Furthermore, there is no tax related interest or penalties included in the accompanying financial statements.

5. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

No auditing procedures were performed by the independent auditor as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the trustee, except for comparing such information with the related information included in the financial statements. Based on information provided and certified by the trustee, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, as of December 31, 2022 and 2021. Accordingly, the trustee has certified the completeness and accuracy of:

- Investments including net appreciation (depreciation) in fair value of investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits, as well as the supplemental schedule of assets (held at end of year)
- Investment income and interest on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits.

6. RELATED PARTY TRANSACTIONS

For the year ended December 31, 2022, the Plan paid Fidelity Workplace Services LLC, an affiliate of the trustee, \$7,264 for recordkeeping services. Certain Plan investments are shares of mutual funds managed by Fidelity Management & Research Company, an affiliate of the trustee. Transactions of such shares are considered party-in-interest transactions as defined by ERISA but are exempt from the prohibited transaction rules.

Audit fees for the required audit of the Plan's financial statements are paid directly by the Sponsor.

Certain administrative expenses related to maintaining the Plan are paid directly by the Sponsor. Total plan expense was \$45,992 for the year ended December 31, 2022, which was paid by the Plan.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes receivable from participants also qualify as exempt party-in-interest transactions as defined by ERISA.

7. RISKS AND UNCERTAINTIES

The Plan provides for various mutual fund and stable value fund investment options. Such investments are exposed to various risks, such as interest rate, market and credit risk. Due to such risks, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. TERMINATION

The Company intends to continue the Plan indefinitely for the benefit of its employees, but reserves the right to modify, amend, or terminate the Plan at any time by resolution of its Board of Directors. In the event of termination of the Plan, all amounts credited to participants' accounts shall be 100% vested and nonforfeitable. All participants shall receive a total distribution of their accounts as described in the Plan. Any amount in the forfeiture account upon termination, which has not been applied to reduce Company contributions or to pay administrative expenses, shall be allocated on a pro rata basis to the participants' accounts.

9. NON-EXEMPT TRANSACTIONS

Certain participant contributions and loan repayments withheld from paychecks in 2020 totaling \$100,272 were not remitted to the Plan timely. The Company funded such amounts to the Plan in 2020, but beyond the statutory timeframe, in the Plan year 2021. Certain participant employer match contributions totaling \$170 were not remitted to the Plan timely. The Company funded such amounts to the Plan in 2021, but beyond the statutory time frame, in the Plan year 2022. The Company had a total of \$206,357 of late deposits to participant accounts but were remitted to the Plan in 2022.

10. SUBSEQUENT EVENTS

The Plan Sponsor has evaluated subsequent events occurring after the statement of net assets available for benefits date through October 11, 2023, the date the financial statements were available to be issued. Based on this evaluation, the Plan Sponsor has determined that no subsequent events have occurred which require adjustment to or disclosure in the financial statements.

SUPPLEMENTARY INFORMATION

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #04-2378354, Plan #001
December 31, 2022

<u>(a)</u>	<u>(b) Identity of Issue</u>	<u>(c) Description</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	<u>Mutual Funds</u>			
	JP Morgan US Equity R5	6,392.440 Shares	**	\$ 109,439
	Lord Abbett Affiliated Fund R6	4,381.539 Shares	**	68,746
	BlackRock High Yield Bond Institutional	11,376.913 Shares	**	75,543
	BNY Mellon Institutional S&P 500 Index Fund	4,447.346 Shares	**	235,398
	American Century Mid Cap Value Inv	18,109.864 Shares	**	279,435
	Templeton Global Bond Fund Advisor	2,240.772 Shares	**	17,590
	Baird Aggregate Bond Fund Class Institutional	12,573.293 Shares	**	120,704
	JP Morgan Small Cap Growth R6	4,918.255 Shares	**	85,578
	Columbia Overseas Value Fund I3	74.818 Shares	**	706
	Hartford MidCap R5	380.263 Shares	**	11,377
	Franklin Growth Fund - Advisor	2,066.562 Shares	**	212,835
	Invesco Oppenheimer Developing Markets R6	2,499.802 Shares	**	87,293
	Allspring Small Company Value Fund I	3,422.144 Shares	**	109,851
	Allspring Government Securities Fund Inst	1,468.482 Shares	**	14,215
*	Fidelity Government Money Market Fund	73,528.760 Shares	**	73,529
*	Fidelity Advisor Freedom 2010 Fund - Class I	55.896 Shares	**	547
*	Fidelity Advisor Freedom 2020 Fund - Class I	29,557.835 Shares	**	313,609
*	Fidelity Advisor Freedom 2030 Fund - Class I	82,036.812 Shares	**	991,005
*	Fidelity Advisor Freedom 2040 Fund - Class I	39,745.544 Shares	**	518,679
*	Fidelity Advisor Freedom Income Fund - Class	2,592.184 Shares	**	24,600
*	Fidelity Advisor Freedom 2015 Fund - Class I	14,236.679 Shares	**	136,672
*	Fidelity Advisor Freedom 2025 Fund - Class I	54,448.703 Shares	**	602,747
*	Fidelity Advisor Freedom 2035 Fund - Class I	26,173.206 Shares	**	315,911
*	Fidelity Advisor Freedom 2045 Fund - Class I	73,397.864 Shares	**	755,264
*	Fidelity Advisor Freedom 2050 Fund - Class A	58,798.382 Shares	**	606,799
*	Fidelity Advisor Freedom 2055 Fund - Class I	14,220.756 Shares	**	164,392
*	Fidelity International Index Fund	975.045 Shares	**	40,162
*	Fidelity Advisor Freedom 2060 Fund - Class I	15,993.099 Shares	**	169,367
*	Fidelity Advisor Freedom 2065 Fund - Class I	11,606.339 Shares	**	115,251
	Total mutual funds			6,257,243
	<u>Stable Value Collective Trust Fund -</u>			
	Pimco Stable Income	16,524.029 Shares		1,912,491
*	<u>Notes Receivable From Participants</u>	Interest rate range 5.25% to 9.0%, maturities through 2035	-	203,497
				<u>\$ 8,373,231</u>

* - a party-in-interest as defined by ERISA

** - participant directed investment. Information not required.

See Independent Auditor's Report.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions
EIN #04-2378354, Plan #001
Year Ended December 31, 2020

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	\$100,272			
Check here if Late Participant Loan Repayments are included X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	\$0
	\$0	\$100,272	\$0	

See Independent Auditor's Report.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Employer Contributions
EIN #04-2378354, Plan #001
Year Ended December 31, 2021

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	\$170			
Check here if Late Participant Loan Repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	\$0
	\$0	\$170	\$0	

See Independent Auditor's Report.

WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN
Financial Statements and Supplementary Information
December 31, 2022 and 2021
With Independent Auditor's Report

Wagner Motor Sales and Subsidiaries 401(k) Plan
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December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Plan Participants of
Wagner Motor Sales and Subsidiaries 401(k) Plan:

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Wagner Motor Sales and Subsidiaries 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Wagner Motor Sales and Subsidiaries 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Wagner Motor Sales and Subsidiaries 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Wagner Motor Sales and Subsidiaries 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Wagner Motor Sales and Subsidiaries 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Wagner Motor Sales and Subsidiaries 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in blue ink that reads "Withum Smith & Brown, PC".

October 11, 2023

Wagner Motor Sales and Subsidiaries 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Participant-directed investments, at fair value		
Mutual funds	\$ 6,257,243	\$ 7,476,857
Stable value collective trust fund	<u>1,912,491</u>	<u>1,465,213</u>
Total investments	8,169,734	8,942,070
Contribution receivable - participants	11,640	10,342
Contribution receivable - employer	2,886	1,880
Notes receivable from participants	<u>203,497</u>	<u>227,574</u>
Net assets available for benefits	<u>\$ 8,387,757</u>	<u>\$ 9,181,866</u>

The Notes to Financial Statements are an integral part of these statements.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Investment income (loss)	
Net depreciation in fair value of investments	\$ (1,881,282)
Interest and dividend income	<u>550,711</u>
Net Investment Loss	<u>(1,330,571)</u>
 Interest income on notes receivable from participants	 <u>12,286</u>
 Contributions	
Participant contributions	876,978
Employer contributions	<u>200,450</u>
Total contributions	<u>1,077,428</u>
 Deductions	
Benefits paid to participants	507,260
Administrative expenses	<u>45,992</u>
Total deductions	<u>553,252</u>
 Net change in net assets available for benefits	 (794,109)
 Net assets available for benefits	
Beginning of year	<u>9,181,866</u>
 End of year	 <u>\$ 8,387,757</u>

The Notes to Financial Statements are an integral part of this statement.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN

Organization

The Wagner Motor Sales and Subsidiaries 401(k) Plan (the "Plan") is sponsored by Wagner & Wagner Auto Sales, Inc. (the "Company") for the benefit of employees of the Company and its affiliates. The Company acts as Plan administrator. The assets of the Plan are under the control of the Plan's trustee, Fidelity Management Trust Company. The trustee holds, manages, and invests the Plan's assets. Fidelity Workplace Services LLC is the third party recordkeeper for the Plan.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees meeting the eligibility requirements of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). A summary description of the Plan is available from the Company.

Eligibility

All employees who have attained the age of 21 and have completed three months of service with the Company are eligible to participate in the Plan. However, employees who are residents of Puerto Rico, covered by a collective bargaining agreement, unless the agreement requires the employee(s) to be included under the Plan, or nonresident aliens with no income from a U.S. source, are not eligible. The entrance date for participation in the Plan is the month following the completion of three months of service.

Contributions

Participants may contribute up to 92% of eligible compensation on a pre-tax basis, subject to Internal Revenue Code ("IRC") limitations (\$20,500 for 2022). The Plan also allows participants to contribute, on an after-tax basis, to a Roth 401(k) account, subject to IRS limitations. The Plan also contains an automatic enrollment feature. If you are subject to automatic enrollment, you will be notified prior to when your Employer will begin to automatically deduct from your pay on a pre-tax basis as a Deferral Contribution. Participants can roll over part or all of an eligible rollover distribution received from an eligible retirement plan into this Plan even if they have not satisfied age and service requirements; however, they will not become a Participant in the Plan until they have met eligibility and entry date requirements. Further, participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions (\$7,500 in 2022 and \$6,500 in 2021). The Company may make discretionary matching contributions and profit-sharing contributions to the Plan. Participants are required to work a minimum of 1,000 hours on an annual basis to receive a profit-sharing contribution.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contribution, if applicable, and an allocation of Plan earnings. The participant's account is reduced by withdrawals, losses on investments, administrative expenses, and any forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions vest immediately. Company contributions vest as follows: 20% after 2 years of service; 40% after 3 years of service; 60% after 4 years of service; 80% after 5 years of service; and 100% after 6 years of service.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Payment of Benefits

Distributions from the Plan are made to participants who have attained their normal retirement age (age 65), become disabled, die or otherwise terminate employment. Distributions are made in the form of lump sum payments for accounts not exceeding \$5,000. For account balances greater than \$5,000, participants may elect a lump sum payment or a periodic annuity. In certain instances, prior to termination, participants may withdraw account balances to defray financial obligations, subject to approval by the Plan administrator. Hardship withdrawals are subject to taxes.

Notes Receivable from Participants

Participants may borrow funds from the Plan up to 50% (but not more than \$50,000) of their vested account balances, subject to certain limitations. Loans to participants are secured by participants' vested balances in the Plan. The loans bear a reasonable rate of interest (ranging from 5.25% to 9% for loans outstanding at December 31, 2022, maturing at various dates through 2035) and are repaid over a specified period of time not to exceed 5 years (extended terms are available if the loan is for the purpose of acquiring a principal residence).

Forfeited Accounts

At December 31, 2022 and 2021 forfeited nonvested accounts totaled \$63,428 and \$67,036 respectively. Such amounts are to be reallocated to all participants eligible to share in the matching contributions and/or used to pay administrative expenses of the Plan. For the year ended December 31, 2022, \$22,224 of forfeited account balances was used to pay administrative expenses of the Plan.

Investment Options

Participants direct the investment of their contribution into their choice of investment options offered by the Plan. Sponsor contributions are invested as directed by the participants.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting under accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment Valuation and Income Recognition

Investments in mutual funds are stated at fair value based on the latest available market prices. Investment in the stable value collective trust fund is stated at fair value based on the net asset value of the units held. The net asset value is used as the practical expedient to estimate fair value. Any unrealized appreciation or depreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits. The Plan's investments are invested as directed by the Plan participants. Fair value measurements of investments are discussed in Note 3.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related loan fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments and are not readily determinable.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

3. FAIR VALUE MEASUREMENTS OF INVESTMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021, respectively.

Mutual Funds - Shares of mutual funds are valued at quoted market prices, which represent the net asset value (NAV) of the shares held by the Plan at year end.

Stable Value Collective Trust Fund: The stable value collective trust fund is valued based on the Plan's pro rata share of the fund's values which are determined by the underlying market value and have been measured at net asset value ("NAV"). The Plan invests in the Pimco Stable Income Fund which is a common/collective trust fund invested in stable value investment contracts. The net asset value (which approximates contract value) is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. There are no participant redemption restrictions for this investment and participant transactions (purchases and sales) may occur daily. There are no unfunded commitments.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022 and 2021:

	December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 6,257,243	\$ -	\$ -	\$ 6,257,243
Stable Value Fund*				1,912,491
	<u>\$ 6,257,243</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,169,734</u>
	December 31, 2021			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 7,476,857	\$ -	\$ -	\$ 7,476,857
Stable Value Fund*				1,465,213
	<u>\$ 7,476,857</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,942,070</u>

*In accordance with Subtopic 820-10 of Accounting Standards Update 2015-07, the Plan's investment in the stable value collective trust fund that has been measured at net asset value per share (or its equivalent) has 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

4. INCOME TAX STATUS

The Plan has adopted a prototype plan offered by Fidelity Management & Research Company. By letter dated July 29, 2020, the Internal Revenue Service has determined that the Prototype Plan and the related trust are designed in accordance with the appropriate sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by the tax authorities; however, there are currently no audits for any tax periods in progress. Furthermore, there is no tax related interest or penalties included in the accompanying financial statements.

5. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

No auditing procedures were performed by the independent auditor as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the trustee, except for comparing such information with the related information included in the financial statements. Based on information provided and certified by the trustee, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, as of December 31, 2022 and 2021. Accordingly, the trustee has certified the completeness and accuracy of:

- Investments including net appreciation (depreciation) in fair value of investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits, as well as the supplemental schedule of assets (held at end of year)
- Investment income and interest on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits.

6. RELATED PARTY TRANSACTIONS

For the year ended December 31, 2022, the Plan paid Fidelity Workplace Services LLC, an affiliate of the trustee, \$7,264 for recordkeeping services. Certain Plan investments are shares of mutual funds managed by Fidelity Management & Research Company, an affiliate of the trustee. Transactions of such shares are considered party-in-interest transactions as defined by ERISA but are exempt from the prohibited transaction rules.

Audit fees for the required audit of the Plan's financial statements are paid directly by the Sponsor.

Certain administrative expenses related to maintaining the Plan are paid directly by the Sponsor. Total plan expense was \$45,992 for the year ended December 31, 2022, which was paid by the Plan.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes receivable from participants also qualify as exempt party-in-interest transactions as defined by ERISA.

7. RISKS AND UNCERTAINTIES

The Plan provides for various mutual fund and stable value fund investment options. Such investments are exposed to various risks, such as interest rate, market and credit risk. Due to such risks, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. TERMINATION

The Company intends to continue the Plan indefinitely for the benefit of its employees, but reserves the right to modify, amend, or terminate the Plan at any time by resolution of its Board of Directors. In the event of termination of the Plan, all amounts credited to participants' accounts shall be 100% vested and nonforfeitable. All participants shall receive a total distribution of their accounts as described in the Plan. Any amount in the forfeiture account upon termination, which has not been applied to reduce Company contributions or to pay administrative expenses, shall be allocated on a pro rata basis to the participants' accounts.

9. NON-EXEMPT TRANSACTIONS

Certain participant contributions and loan repayments withheld from paychecks in 2020 totaling \$100,272 were not remitted to the Plan timely. The Company funded such amounts to the Plan in 2020, but beyond the statutory timeframe, in the Plan year 2021. Certain participant employer match contributions totaling \$170 were not remitted to the Plan timely. The Company funded such amounts to the Plan in 2021, but beyond the statutory time frame, in the Plan year 2022. The Company had a total of \$206,357 of late deposits to participant accounts but were remitted to the Plan in 2022.

10. SUBSEQUENT EVENTS

The Plan Sponsor has evaluated subsequent events occurring after the statement of net assets available for benefits date through October 11, 2023, the date the financial statements were available to be issued. Based on this evaluation, the Plan Sponsor has determined that no subsequent events have occurred which require adjustment to or disclosure in the financial statements.

SUPPLEMENTARY INFORMATION

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #04-2378354, Plan #001
December 31, 2022

<u>(a)</u>	<u>(b) Identity of Issue</u>	<u>(c) Description</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	<u>Mutual Funds</u>			
	JP Morgan US Equity R5	6,392.440 Shares	**	\$ 109,439
	Lord Abbett Affiliated Fund R6	4,381.539 Shares	**	68,746
	BlackRock High Yield Bond Institutional	11,376.913 Shares	**	75,543
	BNY Mellon Institutional S&P 500 Index Fund	4,447.346 Shares	**	235,398
	American Century Mid Cap Value Inv	18,109.864 Shares	**	279,435
	Templeton Global Bond Fund Advisor	2,240.772 Shares	**	17,590
	Baird Aggregate Bond Fund Class Institutional	12,573.293 Shares	**	120,704
	JP Morgan Small Cap Growth R6	4,918.255 Shares	**	85,578
	Columbia Overseas Value Fund I3	74.818 Shares	**	706
	Hartford MidCap R5	380.263 Shares	**	11,377
	Franklin Growth Fund - Advisor	2,066.562 Shares	**	212,835
	Invesco Oppenheimer Developing Markets R6	2,499.802 Shares	**	87,293
	Allspring Small Company Value Fund I	3,422.144 Shares	**	109,851
	Allspring Government Securities Fund Inst	1,468.482 Shares	**	14,215
*	Fidelity Government Money Market Fund	73,528.760 Shares	**	73,529
*	Fidelity Advisor Freedom 2010 Fund - Class I	55.896 Shares	**	547
*	Fidelity Advisor Freedom 2020 Fund - Class I	29,557.835 Shares	**	313,609
*	Fidelity Advisor Freedom 2030 Fund - Class I	82,036.812 Shares	**	991,005
*	Fidelity Advisor Freedom 2040 Fund - Class I	39,745.544 Shares	**	518,679
*	Fidelity Advisor Freedom Income Fund - Class	2,592.184 Shares	**	24,600
*	Fidelity Advisor Freedom 2015 Fund - Class I	14,236.679 Shares	**	136,672
*	Fidelity Advisor Freedom 2025 Fund - Class I	54,448.703 Shares	**	602,747
*	Fidelity Advisor Freedom 2035 Fund - Class I	26,173.206 Shares	**	315,911
*	Fidelity Advisor Freedom 2045 Fund - Class I	73,397.864 Shares	**	755,264
*	Fidelity Advisor Freedom 2050 Fund - Class A	58,798.382 Shares	**	606,799
*	Fidelity Advisor Freedom 2055 Fund - Class I	14,220.756 Shares	**	164,392
*	Fidelity International Index Fund	975.045 Shares	**	40,162
*	Fidelity Advisor Freedom 2060 Fund - Class I	15,993.099 Shares	**	169,367
*	Fidelity Advisor Freedom 2065 Fund - Class I	11,606.339 Shares	**	115,251
	Total mutual funds			6,257,243
	<u>Stable Value Collective Trust Fund -</u>			
	Pimco Stable Income	16,524.029 Shares		1,912,491
*	<u>Notes Receivable From Participants</u>	Interest rate range 5.25% to 9.0%, maturities through 2035	-	203,497
				<u>\$ 8,373,231</u>

* - a party-in-interest as defined by ERISA

** - participant directed investment. Information not required.

See Independent Auditor's Report.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions
EIN #04-2378354, Plan #001
Year Ended December 31, 2020

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	\$100,272			
Check here if Late Participant Loan Repayments are included X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	\$0
	\$0	\$100,272	\$0	

See Independent Auditor's Report.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Employer Contributions
EIN #04-2378354, Plan #001
Year Ended December 31, 2021

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	\$170			
Check here if Late Participant Loan Repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	\$0
	\$0	\$170	\$0	

See Independent Auditor's Report.

WAGNER MOTOR SALES AND SUBSIDIARIES 401(K) PLAN
Financial Statements and Supplementary Information
December 31, 2022 and 2021
With Independent Auditor's Report

Wagner Motor Sales and Subsidiaries 401(k) Plan
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December 31, 2022 and 2021

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Plan Participants of
Wagner Motor Sales and Subsidiaries 401(k) Plan:

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the financial statements of Wagner Motor Sales and Subsidiaries 401(k) Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Wagner Motor Sales and Subsidiaries 401(k) Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021, and for the year ended December 31, 2022, stating that the certified investment information, as described in Note 5 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the 2022 Financial Statements section:

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.
- The information in the accompanying financial statements related to assets held by and certified by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Wagner Motor Sales and Subsidiaries 401(k) Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Wagner Motor Sales and Subsidiaries 401(k) Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Wagner Motor Sales and Subsidiaries 401(k) Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Wagner Motor Sales and Subsidiaries 401(k) Plan's ability to continue as a going concern for a reasonable period of time.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States of America.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Other Matter – Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedules related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

A handwritten signature in blue ink that reads "Withum Smith & Brown, PC".

October 11, 2023

Wagner Motor Sales and Subsidiaries 401(k) Plan
Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

	<u>2022</u>	<u>2021</u>
Assets		
Participant-directed investments, at fair value		
Mutual funds	\$ 6,257,243	\$ 7,476,857
Stable value collective trust fund	<u>1,912,491</u>	<u>1,465,213</u>
Total investments	8,169,734	8,942,070
Contribution receivable - participants	11,640	10,342
Contribution receivable - employer	2,886	1,880
Notes receivable from participants	<u>203,497</u>	<u>227,574</u>
Net assets available for benefits	<u>\$ 8,387,757</u>	<u>\$ 9,181,866</u>

The Notes to Financial Statements are an integral part of these statements.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Investment income (loss)	
Net depreciation in fair value of investments	\$ (1,881,282)
Interest and dividend income	<u>550,711</u>
Net Investment Loss	<u>(1,330,571)</u>
 Interest income on notes receivable from participants	 <u>12,286</u>
 Contributions	
Participant contributions	876,978
Employer contributions	<u>200,450</u>
Total contributions	<u>1,077,428</u>
 Deductions	
Benefits paid to participants	507,260
Administrative expenses	<u>45,992</u>
Total deductions	<u>553,252</u>
 Net change in net assets available for benefits	 (794,109)
 Net assets available for benefits	
Beginning of year	<u>9,181,866</u>
 End of year	 <u>\$ 8,387,757</u>

The Notes to Financial Statements are an integral part of this statement.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

1. DESCRIPTION OF THE PLAN

Organization

The Wagner Motor Sales and Subsidiaries 401(k) Plan (the "Plan") is sponsored by Wagner & Wagner Auto Sales, Inc. (the "Company") for the benefit of employees of the Company and its affiliates. The Company acts as Plan administrator. The assets of the Plan are under the control of the Plan's trustee, Fidelity Management Trust Company. The trustee holds, manages, and invests the Plan's assets. Fidelity Workplace Services LLC is the third party recordkeeper for the Plan.

The following description of the Plan provides only general information. Participants should refer to the Plan document for a complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible employees meeting the eligibility requirements of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). A summary description of the Plan is available from the Company.

Eligibility

All employees who have attained the age of 21 and have completed three months of service with the Company are eligible to participate in the Plan. However, employees who are residents of Puerto Rico, covered by a collective bargaining agreement, unless the agreement requires the employee(s) to be included under the Plan, or nonresident aliens with no income from a U.S. source, are not eligible. The entrance date for participation in the Plan is the month following the completion of three months of service.

Contributions

Participants may contribute up to 92% of eligible compensation on a pre-tax basis, subject to Internal Revenue Code ("IRC") limitations (\$20,500 for 2022). The Plan also allows participants to contribute, on an after-tax basis, to a Roth 401(k) account, subject to IRS limitations. The Plan also contains an automatic enrollment feature. If you are subject to automatic enrollment, you will be notified prior to when your Employer will begin to automatically deduct from your pay on a pre-tax basis as a Deferral Contribution. Participants can roll over part or all of an eligible rollover distribution received from an eligible retirement plan into this Plan even if they have not satisfied age and service requirements; however, they will not become a Participant in the Plan until they have met eligibility and entry date requirements. Further, participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions (\$7,500 in 2022 and \$6,500 in 2021). The Company may make discretionary matching contributions and profit-sharing contributions to the Plan. Participants are required to work a minimum of 1,000 hours on an annual basis to receive a profit-sharing contribution.

Participant Accounts

Each participant's account is credited with the participant's contributions, the Company's contribution, if applicable, and an allocation of Plan earnings. The participant's account is reduced by withdrawals, losses on investments, administrative expenses, and any forfeitures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions vest immediately. Company contributions vest as follows: 20% after 2 years of service; 40% after 3 years of service; 60% after 4 years of service; 80% after 5 years of service; and 100% after 6 years of service.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Payment of Benefits

Distributions from the Plan are made to participants who have attained their normal retirement age (age 65), become disabled, die or otherwise terminate employment. Distributions are made in the form of lump sum payments for accounts not exceeding \$5,000. For account balances greater than \$5,000, participants may elect a lump sum payment or a periodic annuity. In certain instances, prior to termination, participants may withdraw account balances to defray financial obligations, subject to approval by the Plan administrator. Hardship withdrawals are subject to taxes.

Notes Receivable from Participants

Participants may borrow funds from the Plan up to 50% (but not more than \$50,000) of their vested account balances, subject to certain limitations. Loans to participants are secured by participants' vested balances in the Plan. The loans bear a reasonable rate of interest (ranging from 5.25% to 9% for loans outstanding at December 31, 2022, maturing at various dates through 2035) and are repaid over a specified period of time not to exceed 5 years (extended terms are available if the loan is for the purpose of acquiring a principal residence).

Forfeited Accounts

At December 31, 2022 and 2021 forfeited nonvested accounts totaled \$63,428 and \$67,036 respectively. Such amounts are to be reallocated to all participants eligible to share in the matching contributions and/or used to pay administrative expenses of the Plan. For the year ended December 31, 2022, \$22,224 of forfeited account balances was used to pay administrative expenses of the Plan.

Investment Options

Participants direct the investment of their contribution into their choice of investment options offered by the Plan. Sponsor contributions are invested as directed by the participants.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements have been prepared using the accrual method of accounting under accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment Valuation and Income Recognition

Investments in mutual funds are stated at fair value based on the latest available market prices. Investment in the stable value collective trust fund is stated at fair value based on the net asset value of the units held. The net asset value is used as the practical expedient to estimate fair value. Any unrealized appreciation or depreciation in fair value of investments is reflected in the statement of changes in net assets available for benefits. The Plan's investments are invested as directed by the Plan participants. Fair value measurements of investments are discussed in Note 3.

Purchases and sales of securities are recorded on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Related loan fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2022 and 2021. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments and are not readily determinable.

Payment of Benefits

Benefits are recorded when paid.

Use of Estimates

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

3. FAIR VALUE MEASUREMENTS OF INVESTMENTS

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, Fair Value Measurements and Disclosures, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021, respectively.

Mutual Funds - Shares of mutual funds are valued at quoted market prices, which represent the net asset value (NAV) of the shares held by the Plan at year end.

Stable Value Collective Trust Fund: The stable value collective trust fund is valued based on the Plan's pro rata share of the fund's values which are determined by the underlying market value and have been measured at net asset value ("NAV"). The Plan invests in the Pimco Stable Income Fund which is a common/collective trust fund invested in stable value investment contracts. The net asset value (which approximates contract value) is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notification requirements. There are no participant redemption restrictions for this investment and participant transactions (purchases and sales) may occur daily. There are no unfunded commitments.

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2022 and 2021:

December 31, 2022				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 6,257,243	\$ -	\$ -	\$ 6,257,243
Stable Value Fund*				1,912,491
	<u>\$ 6,257,243</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,169,734</u>
December 31, 2021				
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 7,476,857	\$ -	\$ -	\$ 7,476,857
Stable Value Fund*				1,465,213
	<u>\$ 7,476,857</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,942,070</u>

*In accordance with Subtopic 820-10 of Accounting Standards Update 2015-07, the Plan's investment in the stable value collective trust fund that has been measured at net asset value per share (or its equivalent) has 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.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

4. INCOME TAX STATUS

The Plan has adopted a prototype plan offered by Fidelity Management & Research Company. By letter dated July 29, 2020, the Internal Revenue Service has determined that the Prototype Plan and the related trust are designed in accordance with the appropriate sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the accompanying financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the tax authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022 and 2021, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements.

The Plan is subject to routine audits by the tax authorities; however, there are currently no audits for any tax periods in progress. Furthermore, there is no tax related interest or penalties included in the accompanying financial statements.

5. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

No auditing procedures were performed by the independent auditor as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA with respect to information certified as complete and accurate by the trustee, except for comparing such information with the related information included in the financial statements. Based on information provided and certified by the trustee, there are no fixed income obligations, leases, or debt instruments in default or deemed uncollectible, as defined by ERISA, as of December 31, 2022 and 2021. Accordingly, the trustee has certified the completeness and accuracy of:

- Investments including net appreciation (depreciation) in fair value of investments and notes receivable from participants reflected on the accompanying statements of net assets available for benefits, as well as the supplemental schedule of assets (held at end of year)
- Investment income and interest on notes receivable from participants reflected on the accompanying statement of changes in net assets available for benefits.

6. RELATED PARTY TRANSACTIONS

For the year ended December 31, 2022, the Plan paid Fidelity Workplace Services LLC, an affiliate of the trustee, \$7,264 for recordkeeping services. Certain Plan investments are shares of mutual funds managed by Fidelity Management & Research Company, an affiliate of the trustee. Transactions of such shares are considered party-in-interest transactions as defined by ERISA but are exempt from the prohibited transaction rules.

Audit fees for the required audit of the Plan's financial statements are paid directly by the Sponsor.

Certain administrative expenses related to maintaining the Plan are paid directly by the Sponsor. Total plan expense was \$45,992 for the year ended December 31, 2022, which was paid by the Plan.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Notes to Financial Statements
December 31, 2022 and 2021

Notes receivable from participants also qualify as exempt party-in-interest transactions as defined by ERISA.

7. RISKS AND UNCERTAINTIES

The Plan provides for various mutual fund and stable value fund investment options. Such investments are exposed to various risks, such as interest rate, market and credit risk. Due to such risks, it is at least reasonably possible that changes in market values, interest rates or other factors in the near term could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

8. TERMINATION

The Company intends to continue the Plan indefinitely for the benefit of its employees, but reserves the right to modify, amend, or terminate the Plan at any time by resolution of its Board of Directors. In the event of termination of the Plan, all amounts credited to participants' accounts shall be 100% vested and nonforfeitable. All participants shall receive a total distribution of their accounts as described in the Plan. Any amount in the forfeiture account upon termination, which has not been applied to reduce Company contributions or to pay administrative expenses, shall be allocated on a pro rata basis to the participants' accounts.

9. NON-EXEMPT TRANSACTIONS

Certain participant contributions and loan repayments withheld from paychecks in 2020 totaling \$100,272 were not remitted to the Plan timely. The Company funded such amounts to the Plan in 2020, but beyond the statutory timeframe, in the Plan year 2021. Certain participant employer match contributions totaling \$170 were not remitted to the Plan timely. The Company funded such amounts to the Plan in 2021, but beyond the statutory time frame, in the Plan year 2022. The Company had a total of \$206,357 of late deposits to participant accounts but were remitted to the Plan in 2022.

10. SUBSEQUENT EVENTS

The Plan Sponsor has evaluated subsequent events occurring after the statement of net assets available for benefits date through October 11, 2023, the date the financial statements were available to be issued. Based on this evaluation, the Plan Sponsor has determined that no subsequent events have occurred which require adjustment to or disclosure in the financial statements.

SUPPLEMENTARY INFORMATION

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year)
EIN #04-2378354, Plan #001
December 31, 2022

<u>(a)</u>	<u>(b) Identity of Issue</u>	<u>(c) Description</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	<u>Mutual Funds</u>			
	JP Morgan US Equity R5	6,392.440 Shares	**	\$ 109,439
	Lord Abbett Affiliated Fund R6	4,381.539 Shares	**	68,746
	BlackRock High Yield Bond Institutional	11,376.913 Shares	**	75,543
	BNY Mellon Institutional S&P 500 Index Fund	4,447.346 Shares	**	235,398
	American Century Mid Cap Value Inv	18,109.864 Shares	**	279,435
	Templeton Global Bond Fund Advisor	2,240.772 Shares	**	17,590
	Baird Aggregate Bond Fund Class Institutional	12,573.293 Shares	**	120,704
	JP Morgan Small Cap Growth R6	4,918.255 Shares	**	85,578
	Columbia Overseas Value Fund I3	74.818 Shares	**	706
	Hartford MidCap R5	380.263 Shares	**	11,377
	Franklin Growth Fund - Advisor	2,066.562 Shares	**	212,835
	Invesco Oppenheimer Developing Markets R6	2,499.802 Shares	**	87,293
	Allspring Small Company Value Fund I	3,422.144 Shares	**	109,851
	Allspring Government Securities Fund Inst	1,468.482 Shares	**	14,215
*	Fidelity Government Money Market Fund	73,528.760 Shares	**	73,529
*	Fidelity Advisor Freedom 2010 Fund - Class I	55.896 Shares	**	547
*	Fidelity Advisor Freedom 2020 Fund - Class I	29,557.835 Shares	**	313,609
*	Fidelity Advisor Freedom 2030 Fund - Class I	82,036.812 Shares	**	991,005
*	Fidelity Advisor Freedom 2040 Fund - Class I	39,745.544 Shares	**	518,679
*	Fidelity Advisor Freedom Income Fund - Class	2,592.184 Shares	**	24,600
*	Fidelity Advisor Freedom 2015 Fund - Class I	14,236.679 Shares	**	136,672
*	Fidelity Advisor Freedom 2025 Fund - Class I	54,448.703 Shares	**	602,747
*	Fidelity Advisor Freedom 2035 Fund - Class I	26,173.206 Shares	**	315,911
*	Fidelity Advisor Freedom 2045 Fund - Class I	73,397.864 Shares	**	755,264
*	Fidelity Advisor Freedom 2050 Fund - Class A	58,798.382 Shares	**	606,799
*	Fidelity Advisor Freedom 2055 Fund - Class I	14,220.756 Shares	**	164,392
*	Fidelity International Index Fund	975.045 Shares	**	40,162
*	Fidelity Advisor Freedom 2060 Fund - Class I	15,993.099 Shares	**	169,367
*	Fidelity Advisor Freedom 2065 Fund - Class I	11,606.339 Shares	**	115,251
	Total mutual funds			6,257,243
	<u>Stable Value Collective Trust Fund -</u>			
	Pimco Stable Income	16,524.029 Shares		1,912,491
*	<u>Notes Receivable From Participants</u>	Interest rate range 5.25% to 9.0%, maturities through 2035	-	203,497
				<u>\$ 8,373,231</u>

* - a party-in-interest as defined by ERISA

** - participant directed investment. Information not required.

See Independent Auditor's Report.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Participant Contributions
EIN #04-2378354, Plan #001
Year Ended December 31, 2020

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	\$100,272			
Check here if Late Participant Loan Repayments are included X	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	\$0
	\$0	\$100,272	\$0	

See Independent Auditor's Report.

Wagner Motor Sales and Subsidiaries 401(k) Plan
Schedule H, Part IV, Line 4a - Schedule of Delinquent Employer Contributions
EIN #04-2378354, Plan #001
Year Ended December 31, 2021

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	\$170			
Check here if Late Participant Loan Repayments are included	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	\$0
	\$0	\$170	\$0	

See Independent Auditor's Report.