

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 2023 This Form is Open to Public Inspection
--	---	---

Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ 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 FAULKNER GROUP 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 04/01/1981
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) FAULKNER CADILLAC, INC. 4447 E. STREET RD. TREVOSÉ, PA 19053
2b	Employer Identification Number (EIN) 23-2139345
2c	Plan Sponsor's telephone number 215-313-1993
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.	08/06/2024	CHRISTOPHER HULSE
	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 NORTHEAST RETIREMENT SERVICES, LLC 12 GILL ST. WOBURN, MA 01801-1729	3b Administrator's EIN 81-5140646																						
	3c Administrator's telephone number 781-983-5059																						
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 2043																						
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td colspan="2" style="height: 20px;"></td></tr> <tr><td style="width: 15%;">6a(1)</td><td style="text-align: right;">1682</td></tr> <tr><td>6a(2)</td><td style="text-align: right;">1749</td></tr> <tr><td>6b</td><td style="text-align: right;">14</td></tr> <tr><td>6c</td><td style="text-align: right;">354</td></tr> <tr><td>6d</td><td style="text-align: right;">2117</td></tr> <tr><td>6e</td><td style="text-align: right;">0</td></tr> <tr><td>6f</td><td style="text-align: right;">2117</td></tr> <tr><td>6g(1)</td><td style="text-align: right;">1857</td></tr> <tr><td>6g(2)</td><td style="text-align: right;">2003</td></tr> <tr><td>6h</td><td style="text-align: right;">211</td></tr> </table>			6a(1)	1682	6a(2)	1749	6b	14	6c	354	6d	2117	6e	0	6f	2117	6g(1)	1857	6g(2)	2003	6h	211
6a(1)	1682																						
6a(2)	1749																						
6b	14																						
6c	354																						
6d	2117																						
6e	0																						
6f	2117																						
6g(1)	1857																						
6g(2)	2003																						
6h	211																						
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 2S 2T 3D 3H																							

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

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

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

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4)** ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5)** ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information) – Number Attached 0
- (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 2023 Form M-1 annual report. If the plan was not required to file the 2023 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
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan FAULKNER GROUP 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 FAULKNER CADILLAC, INC.	D Employer Identification Number (EIN) 23-2139345

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

 Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..

Yes

x

 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

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b)

Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

EMPOWER ANNUITY INSURANCE CO OF AME

8515 E ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(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?
64	RECORKEEPER	237254	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

EMPOWER ADVISORY GROUP

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	41264	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BOYER & RITTER LLC

211 HOUSE AVE
CAMP HILL, PA 17011

(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	AUDITOR	26750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(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 2023 This Form is Open to Public Inspection.
--	---	---

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan FAULKNER GROUP 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 FAULKNER CADILLAC, INC.		D Employer Identification Number (EIN) 23-2139345

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: EMPOWER TRUST DRIVE BALANCED FUND			
b Name of sponsor of entity listed in (a): EMPOWER TRUST COMPANY			
c EIN-PN 84-1455663-110	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15343559	
a Name of MTIA, CCT, PSA, or 103-12 IE: EMPOWER TRUST DRIVE INCOME FUND			
b Name of sponsor of entity listed in (a): EMPOWER TRUST COMPANY			
c EIN-PN 84-1455663-111	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8100890	
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, other than DCGs)

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

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 2023 This Form is Open to Public Inspection
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan FAULKNER GROUP 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 FAULKNER CADILLAC, INC.	D Employer Identification Number (EIN) 23-2139345	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(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)	1910629	2372752
(9) Value of interest in common/collective trusts	1c(9)	21997864	23444449
(10) Value of interest in pooled separate accounts	1c(10)		
(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)	67829358	82220259
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(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	91737851	108037460
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h		
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	91737851	108037460

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)	2226220	
(B) Participants	2a(1)(B)	7605948	
(C) Others (including rollovers)	2a(1)(C)	907563	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		10739731
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	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)	135067	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		135067
(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)	463589	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		463589
(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)		1932004
(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)		11495485
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		24765876

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8160999	
(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)		8160999
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	237254	
(4) IQPA audit fees.....	2i(4)	26750	
(5) Investment advisory and investment management fees	2i(5)	41264	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		305268
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8466267

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		16299609
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☒ 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: **BOYER & RITTER, LLC**

(2) EIN: **23-1311005**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
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.)		☒	
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.)		☒	
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.)		☒	
e Was this plan covered by a fidelity bond?	☒		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
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.			

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 2023 This Form is Open to Public Inspection.
--	--	---

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan FAULKNER GROUP 401(K) PLAN	B Three-digit plan number (PN) 001	
C Plan sponsor's name as shown on line 2a of Form 5500 FAULKNER CADILLAC, INC.	D Employer Identification Number (EIN) 23-2139345	

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	0
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): 84-1455663 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)? If the plan is a defined benefit plan, go to line 8.	☐ Yes ☐ No ☐ N/A
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.	
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a
b Enter the amount contributed by the employer to the plan for this plan year	6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c
If you completed line 6c, skip lines 8 and 9.	
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes ☐ No ☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes ☐ No ☐ N/A

Part III	Amendments
----------	------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase ☐ Decrease ☐ Both ☐ No
---	--

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
---------	--

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (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:		
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)	14a	
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)	14b	
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)	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

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

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

19 If the total number of participants is 1,000 or more, complete lines (a) and (b):

a Enter the percentage of plan assets held as:

Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%

High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

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. _____

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☐ Design-based safe harbor method

☒ "Prior year" ADP test

☐ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 11 / 14 / 2022 (MM/DD/YYYY) and the Opinion Letter serial number Q702518A.

**FAULKNER GROUP
401(k) PLAN**

FINANCIAL REPORT

DECEMBER 31, 2023

CONTENTS

INDEPENDENT AUDITOR’S REPORT ON THE FINANCIAL STATEMENTS AND SUPPLEMENTARY INFORMATION	1 - 4
--	-------

FINANCIAL STATEMENTS	
Statements of Net Assets Available for Plan Benefits	5
Statement of Changes in Net Assets Available for Plan Benefits	6
Notes to Financial Statements	7 - 16

SUPPLEMENTARY INFORMATION	
Schedule H, Item 4i - Schedule of Assets Held for Investment Purposes	17

INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Faulkner Group 401(k) Plan
Trevose, Pennsylvania

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

We have performed audits of the financial statements of Faulkner Group 401(k) Plan (the 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 statements of net assets available for plan benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the 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 (DOL) Rules and Regulations for Reporting and Disclosure under ERISA (ERISA Section 103(a)(3)(C) audit). As permitted by ERISA Section 103(a)(3)(C), our audit 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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from qualified institutions as December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 3 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 Financial Statements section:

- The amounts and disclosures in the accompanying 2023 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 (U.S. GAAP).

Opinion (Continued)

- The information in the accompanying financial statements 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).

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 2023 Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe 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 U.S. GAAP 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 the Plan's ability to continue as a going concern within one year after the date that the 2023 financial statements are issued or 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 of the Financial Statements 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.

Auditor's Responsibilities for the Audit of the Financial Statements (Continued)

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 the 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 the 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 certifications, 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 U.S. GAAP.

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 U.S. GAAP.

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 Matters

Supplemental Schedule Required by ERISA

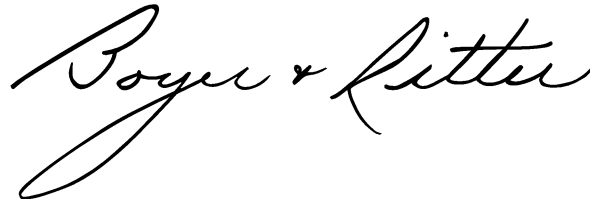
The supplemental Schedule H, Item 4i - Schedule of Assets Held for Investment Purposes as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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.

Supplemental Schedule Required by ERISA (Continued)

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 DOL'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 DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule 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 cursive script, reading "Boyer & Ritter". The signature is written in black ink and is positioned centrally on the page.

Camp Hill, Pennsylvania
July 29, 2024

FAULKNER GROUP 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS December 31, 2023 and 2022

	2023	2022
ASSETS		
Investments, at fair value		
Registered investment companies	\$ 11,857,860	\$ 11,659,432
Collective investment trusts	93,806,848	78,167,790
Total investments	105,664,708	89,827,222
Receivables		
Notes receivable from participants	2,372,752	1,910,629
Net assets available for plan benefits	\$ 108,037,460	\$ 91,737,851

See Notes to Financial Statements.

FAULKNER GROUP 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS Year Ended December 31, 2023

Additions to Net Assets Attributed to:	
Investment income	
Net appreciation in fair value of investments	\$ 13,427,489
Dividends	463,589
	<u>13,891,078</u>
Interest income on notes receivable from participants	<u>135,067</u>
Contributions	
Employer	2,226,220
Participants	7,605,948
Rollovers	907,563
	<u>10,739,731</u>
Total additions	<u>24,765,876</u>
Deductions from Net Assets Attributed to:	
Benefits paid to participants	8,160,999
Administrative expenses	305,268
Total deductions	<u>8,466,267</u>
Net increase	16,299,609
Net Assets Available for Plan Benefits:	
January 1, 2023	91,737,851
December 31, 2023	<u><u>\$ 108,037,460</u></u>

See Notes to Financial Statements.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan

The following description of the Faulkner Group 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

General: The Plan is a defined contribution 401(k) plan which was established by Faulkner Cadillac, Inc. (Plan Sponsor), on April 1, 1981. Effective January 1, 2016, the Plan name changed to Faulkner Group 401(k) Plan when the Plan was amended and restated to allow companies related by common ownership to adopt the provisions of the Plan. Effective April 7, 2021, the Plan was amended and restated to bring it into compliance with the requirements of the 2017 Cumulative List (Notice 2017-37). Eligibility for all employees is the first of the month 60 days after hire date.

The following affiliated companies were participating in the Plan at December 31, 2023:

3400 Paxton Associates, Inc.	*JLH of East Petersburg, LLC
Faulkner Buick GMC, LLC	JLH of Hogestown, LLC
Faulkner Buick GMC of Trevoise, Inc.	JLH of Jenkintown, LLC
Faulkner Cadillac, Inc.	JLH of Manheim Pike, LLC
Faulkner Harrisburg, Inc.	JLH of Mechanicsburg, LLC
Faulkner Motors, Inc.	JLH of Milan, LLC
Faulkner Nissan, Inc.	JLH of Modena, LLC
Faulkner Motors of Bethlehem, Inc.	JLH of Rohrerstown Road, LLC
Faulkner Saturn of Trevoise, Inc.	JLH of Roosevelt Boulevard, LLC
Faulkner Subaru, Inc.	JLH of Route 11, LLC
Faulkner Trevoise, Inc.	JLH of Silver Spring, LLC
Huntingdon Valley Associates, Inc.	JLH of Stuttgart, LLC
Paxton Associates, Inc.	JLH of Swamp Road, LLC
JLH of Carlisle Pike, LLC	JLH of Trevoise, LLC
JLH of Cumberland Valley, LLC	JLH of Willow Grove, LLC
JLH of Doylestown, LLC	

*During 2023, the Plan was adopted by JLH of East Petersburg, LLC, d/b/a Faulkner Volvo Cars Lancaster, an affiliated entity that was formed following the acquisition of an existing auto dealership. Past service by employees with the former company was permitted in satisfying the Plan's vesting, allocation and eligibility requirements. Eligible employees were permitted to enter the Plan immediately.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (Continued)

Contributions: Each year, participants may contribute any percentage or amount of their eligible compensation to the plan as an elective deferral (pre-tax or Roth) and may make other after-tax contributions. Contributions are subject to certain limitations imposed by the Internal Revenue Code. All newly eligible employees will have 4% of their compensation automatically contributed as a pre-tax elective deferral unless they make an alternative election or opt-out of participation. The automatic deferral percentage will increase by 1% per year thereafter until it reaches 6%. Participants who attain age 50 by the end of the Plan year are eligible to make additional (catch-up) contributions. Participants may also contribute amounts representing distributions from other qualified plans (rollovers).

Employees are eligible to receive employer contributions after having obtained age 21 and completing one year of service with the Company. The Company (hereinafter, Plan Sponsor and adopting employers) makes a matching contribution equal to 100% of the first 2% of gross compensation that a participant contributes as an elective deferral. The Company may make an annual discretionary non-elective contribution, which is allocated to participants employed on the last day of the Plan year, in the same ratio as each participant's eligible compensation for the Plan year compared to the total eligible compensation for participants of the Plan.

Participant Accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the employer's matching contributions, (b) any employer discretionary contributions, and (c) an allocation of Plan earnings or losses, net of administrative expenses. Plan earnings or losses are allocated according to the participant's relative account balance in the various investment options. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant Investment Options: Participants may direct the investment of contributions into various investment options offered by the Plan. If no investment election is made by a participant, the funds will be invested in a qualified default investment alternative designated by the Plan. Participants may change their investment allocation at any time.

Vesting: Participants are fully vested in their elective deferrals, after-tax contributions and any rollover contributions plus actual earnings thereon. Participants become vested in the remainder of their accounts based on years of continuous service. A participant is 10% vested after one year of service, 20% vested after two years of service, and vests an additional 20% per year thereafter until the participant is fully vested after six years of service.

Participant Loans: Participants may borrow from their accounts a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Participants may have a maximum of two loans outstanding provided repayments are made via payroll withholdings. Loan terms range from one to five years. Interest rates are fixed for the loan term at 1% above the prime rate in effect on the first business day of the month the loan is originated. Loans are secured by the vested balance in a participant's account. Loan repayments must be paid directly to the Plan through payroll withholdings and are then allocated to the current investments designated by the participant.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1. Description of the Plan (Continued)

Payment of Benefits: Upon termination of employment, participants are entitled to receive the vested interest in their accounts. Participants are fully vested upon reaching normal retirement at age 65, early retirement at the later of age 55 or upon completion of seven years of service, death, or if disabled. Participant benefits will be distributed in a lump sum, in installments or as an annuity, as specified by the provisions of the Plan. Vested balances less than \$5,000 are distributed as a lump sum. Accounts balances between \$1,000 and \$5,000 may be distributed automatically to an IRA, unless an election is otherwise made by the participant. Distributions may be deferred until the participant reaches the age of 73, if the value of the distribution is not less than \$5,000; however, the Plan document stipulates that distributions must commence no later than April 1 of the year following the year in which the participant reaches age 73. In-service distributions are available to participants from their vested account balances if age 59 ½. In certain situations, participants who can demonstrate that they have suffered a financial hardship may request a distribution of their accounts equal to the immediate need but limited to the vested portion of their elective deferral accounts and after all other available distribution and loan options under the Plan.

Forfeited Accounts: A participant's accrued vested benefit is determined on the date employment is terminated. The non-vested portion is forfeited upon total distribution of an individual's account. Forfeitures of participants' non-vested accounts are used to reduce matching contributions or to pay administrative expenses. During 2023, forfeitures of \$118,302 were used to reduce matching contributions and \$24,592 were used to pay administrative expenses. Unused forfeitures of \$58,713 and \$94,736, were available for future use at December 31, 2023 and 2022, respectively.

Administrative Expenses: The Plan's administrative expenses are paid by the Plan unless paid by the Company. Any expenses paid by the Company are not reflected in the accompanying financial statements.

Note 2. Summary of Significant Accounting Policies

Basis of Accounting: The financial statements of the Plan are prepared under the accrual method of accounting.

Use of Estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2. Summary of Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition: The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Notes Receivable from Participants: Notes receivable from participants are measured at the unpaid principal balances, plus any accrued interest. Delinquent loans are treated as distributions based upon the terms on the plan document surrounding defaulted loans.

Payment of Benefits: Benefits are recorded when paid.

Subsequent Events: In preparing these financial statements, the Plan Administrator has evaluated events and transactions for potential recognition or disclosure through July 29, 2024, the date the financial statements were available to be issued. See Note 9.

Note 3. Information Certified by the Trustee

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at December 31, 2023 and 2022, and net appreciation in fair value of investments, interest and dividends, and interest income on notes receivable from participants for the year ended December 31, 2023, was obtained by management and agreed to information certified as complete and accurate by Empower Trust Company, LLC, formerly Great-West Trust Company, LLC, (the trustee of the Plan).

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements

The Plan measures on a recurring basis its investments at fair value in accordance with Financial Accounting Standards Board (FASB) codification *Fair Value Measurement*, which provides the 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 three levels of the fair value hierarchy are as follows:

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets that are accessible to the Plan. These generally provide the most reliable evidence and are used to measure fair value whenever available. |
| Level 2 | Inputs to the valuation methodology include significant inputs, other than Level 1 inputs, that are observable either directly or indirectly for substantially the full term of the asset through corroboration with observable market data. Level 2 inputs include quoted prices for similar assets in active markets, quoted market prices in markets that are not active for identical or similar assets, and other observable inputs. |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

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

The inputs or methodology used for valuing investments are not an indication of the risk associated with investing in those securities.

The Plan's investments, consisting of registered investment companies and collective investment trusts, are held by Empower Trust Company, LLC. The following is a description of valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Registered Investment Companies: Shares of registered investment companies (mutual funds) are valued at the daily closing prices as reported by the fund. The funds held by the Plan are open-end mutual funds registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value and to transact at that price. Mutual funds held by the Plan are deemed to be actively traded.

Collective Investment Trusts: The Plan invests in various collective investment trusts offered separately by State Street Global Advisors, Empower Trust Company, LLC, Wilmington Trust and Harbor Trust Company, Inc. The collective investment trusts are valued based upon the net asset value (NAV) per unit times the number of units held by the Plan at year-end. Net asset value is used as a practical expedient to estimate fair value because it is unlikely that the trust would sell the investment for an amount different than the reported net asset value.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

Collective Investment Trusts (Continued): State Street Global Advisors (SSGA) provides investment management services through several bank maintained collective trust funds. Purchases or sales are executed at NAV for each series fund typically determined as of the close of trading on the trade date. The fair value of the collective investment trusts is based on the fair value of the collective trust's underlying investments as reported by the fund manager to the Trustee, net of accrued account level fees. The underlying investments vary with each fund series.

Empower Trust Company, LLC ("Empower"), formerly Great West Trust Company LLC, offers a stable value option with the Drive Income Fund. Empower, as Trustee, determines the value of Fund units daily, before taking into account purchases or redemptions of units as follows: 1) The Trustee determines the value of the Fund by applying the current crediting rate in accordance with valuation rules established by the Trustee, 2) the Trustee subtracts from the value of Fund assets any ordinary or extraordinary expenses, costs, charges or other liabilities incurred or accrued by the fund through the date of the calculation to determine the net value of fund assets and 3) the Trustee divides the result by the total number of units of the fund in existence as of the valuation date to arrive at the net asset value of the units.

Empower offers a balanced fund with the Drive Balanced Fund: Empower determines the value of Fund units daily, before taking into account purchases or redemptions of units with the following procedures: 1) The Trustee determines the value of the Fund in accordance with valuation rules established by the Trustee and relies on the value or price last reported to the Trustee or manager of the underlying investments in accordance with the valuation policies and procedures of the underlying investment, 2) the Trustee subtracts from the value of Fund assets any ordinary or extraordinary expenses, costs, charges or other liabilities incurred or accrued by the fund through the date of the calculation to determine the net value of fund assets, and 3) the Trustee divides the result by the total number of units of the fund in existence as of the valuation date to arrive at the net asset value of the units.

Wilmington Trust Collective Investment Trust Funds sub-advised by MFS Institutional Advisors, Inc. offers MFS Mid Cap Value Fund CIT whose objective is capital appreciation. Purchases or sales are executed at NAV typically determined as of the close of trading on the trade date. The fair value of the collective investment trusts is based on the fair value of the collective trust's underlying investments as reported by the fund manager to the Trustee, net of accrued account level fees.

The preceding methods 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 fair value of certain investments or financial instruments could result in a different fair value measurement at the reporting date.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2023 and 2022:

Investments at Fair Value as of December 31, 2023

	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$ 11,857,860</u>	<u>\$ -</u>	<u>\$ -</u>	\$ 11,857,860
Investments measured at net asset value*				
Collective investment trusts				<u>93,806,848</u>
Total investments, at fair value				<u>\$ 105,664,708</u>

Investments at Fair Value as of December 31, 2022

	Level 1	Level 2	Level 3	Total
Registered investment companies	<u>\$ 11,659,432</u>	<u>\$ -</u>	<u>\$ -</u>	\$ 11,659,432
Investments measured at net asset value*				
Collective investment trusts				<u>78,167,790</u>
Total investments, at fair value				<u>\$ 89,827,222</u>

*In accordance with FASB ASC Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for plan benefits.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2023 and 2022:

Investments at Fair Value as of December 31:

Collective Investment Trusts		2023 Fair Value	2022 Fair Value	Unfunded Commitment	Redemption Frequency (If Currently Eligible)	Redemption Notice Period
Great-West	(A)					
Drive Balanced Fund		\$15,343,559	\$14,310,211	n/a	Daily	Daily
Drive Income Fund		8,100,890	7,687,653	n/a	Daily	Daily
State Street Global Advisors	(B)					
Target date funds	(1)	35,683,675	28,479,217	n/a	Daily	Daily
S&P 500 index fund	(2)	18,485,369	14,313,220	n/a	Daily	Daily
Mid cap fund	(3)	5,306,501	4,942,908	n/a	Daily	Daily
Global equity fund	(4)	2,932,168	2,413,910	n/a	Daily	Daily
U.S. bond fund	(5)	2,338,357	634,603	n/a	Daily	Daily
Small cap fund	(6)	3,141,415	2,316,008	n/a	Daily	Daily
Real asset fund	(7)	1,417,877	2,175,724	n/a	Daily	Daily
Wilmington Trust Collective Investment Funds						
MFS Mid Cap						
Value Fund CIT	(C)	1,057,037	894,336	n/a	Daily	Daily
Total		<u>\$93,806,848</u>	<u>\$78,167,790</u>			

(A) Collective Investments held by Empower Trust Company, LLC are direct filing entities for ERISA purposes. With regard to the Drive Income Fund, the Plan is prohibited from offering competing funds such as other stable value funds, money market funds, etc. Plan Level redemptions from this fund require 90 days written notice. There are no participant redemption restrictions.

(B) Investment objectives for investments held by State Street Global Advisors are to approximate the performance of a custom benchmark index over the long-term, while providing participants the ability to purchase and redeem units on an "as of" basis. The funds invest in other collective trust funds with characteristics consistent with the Funds overall investment objective. Disclosure of the various fund type objectives are noted below.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4. Investments and Fair Value Measurements (Continued)

- (1) The target retirement strategies are based on an asset allocation glide path developed by SSGA optimized for the wealth accumulation, wealth preservation, and income generation phases of retirement planning and includes adjustments in the years before and after retirement. As the strategies approach the target retirement dates, SSGA adjusts the funds' investment objectives and risk profiles from more volatile to less volatile as retirement approaches.
 - (2) The objective of this fund is to approximate the performance of the S&P 500 over the long-term.
 - (3) The objective of this fund is to approximate the performance of the S&P MidCap 400 over the long-term.
 - (4) The objective of this fund is to approximate the performance of the MSCI ACWI ex USA Investable Market Index over the long-term.
 - (5) The objective of this fund is to approximate the performance of the Bloomberg Barclays U. S. Aggregate Bond Index over the long-term.
 - (6) The objective of this fund is to approximate the performance of the Russell 2000 Index over the long-term.
 - (7) The objective of this fund is to approximate an index comprised of 15% Dow Jones U.S. Select REIT Index SM, 25% Bloomberg Roll Select Commodity Index SM, 25% S&P Global Large MidCap Commodity and Resources Index, 25% Bloomberg Barclays US Treasury Inflation Protected Securities (TIPS) Index, and 10% S&P Global Infrastructure Index over the long-term.
- (C) MFS Mid Cap Value Fund CIT sponsored by Wilmington Trust Collective Investment Trust subadvised by MFS Institutional Advisors, Inc. The fund focuses on investing in the stocks of companies that the subadvisor believes are undervalued compared to their perceived worth (value companies). Value companies tend to have stock prices that are low relative to their earnings, dividends, assets or other financial measures. The object of this fund is capital appreciation.

Note 5. Related Party and Party-in-Interest Transactions

Certain Plan investments in collective investment trusts are managed by Empower Trust Company, LLC. Empower Trust Company, LLC is the current Trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions.

FAULKNER GROUP 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

Note 6. Plan Termination

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

Note 7. Tax Status

The Plan adopted a non-standardized pre-approved plan sponsored by Great-West Trust Company, LLC, renamed Empower Trust Company LLC in 2022. The pre-approved plan has received an opinion letter from the Internal Revenue Service dated June 30, 2020 as to the Plan's qualified status. Although the Plan has since been amended, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require 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 Internal Revenue Service (IRS). The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Plan Benefits.

Note 9. Subsequent Events

Effective January 1, 2024, the Plan was amended for the adoption of certain required and optional provisions of the Setting Every Community Up for Retirement Enhancement Act of 2019 (SECURE 1.0).

Effective January 1, 2024, the Plan was amended to increase the maximum automatic deferral escalation percentage from 6% to 10%.

Effective January 1, 2024, the Plan was amended to include Roth in plan transfers and Roth rollover transfers.

SUPPLEMENTARY INFORMATION

FAULKNER GROUP 401(k) PLAN

EIN: 23-2139345, Plan 001

SCHEDULE H, ITEM 4i - SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

December 31, 2023

Identity of Issue, Borrower, Lessor, or (a) (b) Similar Party		Description of Investment Including Maturity Date, Rate of Interest, (c) Collateral, Par, or Maturity Value		(e)	Current Value
<u>Registered Investment Companies</u>					
	Allspring Special Small Cap Value R6	49,239.346	shares	\$	2,032,600
	American Funds EuroPacific Growth R6	63,403.136	shares		3,468,151
	Mass Mutual Select Mid Cap Gr Eq II	172,412.079	shares		3,413,759
	Metropolitan West Total Return Bond Plan	269,992.738	shares		2,327,337
	Principal Smallcap Growth I R6	43,302.013	shares		612,723
	Victory Trivalent International SM-CP I	226.905	shares		3,290
<u>Collective Investment Trusts</u>					
*	Drive Balanced Fund	846,307.296	units	\$	15,343,559
*	Drive Income Fund	683,509.804	units		8,100,890
	SSgA Global All Cap Equity Ex-US Index K	196,341.796	units		2,932,168
	SSgA Real Asset Fund Class C	86,408.483	units		1,417,877
	SSgA S&P 500 Index Fund Class K	408,642.862	units		18,485,369
	SSgA S&P MidCap Index NL CL M	91,448.819	units		5,306,501
	SSgA Target Retirement 2020 NL Fund M	92,411.086	units		1,506,393
	SSgA Target Retirement 2025 NL Fund M	220,860.486	units		3,919,390
	SSgA Target Retirement 2030 NL Fund M	221,773.907	units		4,132,979
	SSgA Target Retirement 2035 NL Fund M	199,481.948	units		3,829,455
	SSgA Target Retirement 2040 NL Fund M	166,430.875	units		3,276,358
	SSgA Target Retirement 2045 NL Fund M	261,090.974	units		5,265,683
	SSgA Target Retirement 2050 NL Fund M	241,091.580	units		4,912,482
	SSgA Target Retirement 2055 NL Fund M	193,369.073	units		3,943,569
	SSgA Target Retirement 2060 NL Fund M	85,037.958	units		1,628,562
	SSgA Target Retirement 2065 NL Fund M	46,025.799	units		611,729
	SSgA Target Retirement Income NL Fund M	180,802.568	units		2,657,075
	State Street Russell Sm Cap Index NL CL K	74,381.181	units		3,141,415
	State Street U.S. Bond Index Non-Lending K	210,985.909	units		2,338,357
	MFS Mid Cap Value Fund CT	55,780.297	units		1,057,037
<u>Notes Receivable from Participants</u>					
*	Participants	Interest rates of 4.25% - 9.50%		\$	2,372,752

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

NOTE: Schedule format conforms with IRS Form 5500 requirements.

SCHEDULE OF ASSETS (HELD AT END OF YEAR)**FAULKNER GROUP 401(K) PLAN****01-JAN-23 to 31-DEC-23****04-JUN-24 20:44:14**

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
1SINNLM			2,202,083.41	2,657,074.49
1S20NLM			1,307,529.86	1,506,393.16
1S25NLM			3,306,316.85	3,919,390.19
1S30NLM			3,303,345.49	4,132,978.54
1S35NLM			3,218,526.70	3,829,454.89
1S40NLM			2,687,630.66	3,276,358.21
1S45NLM			4,337,570.08	5,265,682.78
1S50NLM			3,993,341.81	4,912,482.07
1S55NLM			3,307,508.99	3,943,568.90
1S60NLM			1,453,710.58	1,628,561.95
1STRNFM			555,096.82	611,728.92
1RERGX			3,502,442.29	3,468,151.43
1SGACEK			2,424,145.12	2,932,168.46
1MISIX			3,085.52	3,290.14
1SREASC			1,194,240.42	1,417,876.68
1PCSMX			728,764.88	612,723.49
1SSCNLK			3,114,488.25	3,141,414.83
1ESPRX			1,933,649.72	2,032,600.17
1MEFZX			3,513,161.26	3,413,759.00
1IMCVCT			944,776.68	1,057,036.59
1SSMCNM			4,571,718.70	5,306,500.55
1SSP5IK			11,994,536.69	18,485,368.60
1DRVBAL			9,030,192.56	15,343,558.95
1MWTSX			2,629,466.87	2,327,337.36
1SSBNLK			2,307,300.08	2,338,356.85
1DRVINC			7,434,562.75	8,042,177.29
			84,999,193.04	105,605,994.49
PARTICIPANT LOANS	VARIOUS	4.250-9.500	2,372,572.39	2,372,752.44
FORFEITURES			57,957.01	58,712.59

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

GA

FAULKNER GROUP 401(K) PLAN**01-JAN-23 to 31-DEC-23****04-JUN-24 20:44:14**

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
-------------------	---------------	---------------	----------------	---------------

LEGEND

INVESTMENT OPTION:

1SINNLM SSgA Target Retirement Income NL Fund M
 1S25NLM SSgA Target Retirement 2025 NL Fund M
 1S35NLM SSgA Target Retirement 2035 NL Fund M
 1S45NLM SSgA Target Retirement 2045 NL Fund M
 1S55NLM SSgA Target Retirement 2055 NL Fund M
 1STRNFM SSgA Target Retirement 2065 NL Fund M
 1SGACEK SSgA Global All Cap Equity ex-US Index K
 1SREASC SSgA Real Asset Fund Class C
 1SSCNLK State St Russell Sm Cap Indx NL CI K
 1MEFZX MassMutual Mid Cap Growth I
 1SSMCNM State St S&P MidCap Indx NL CI M
 1DRVBAL Drive Balanced Fund
 1SSBNLK State Street US Bond Index Non-Lending K

1S20NLM SSgA Target Retirement 2020 NL Fund M
 1S30NLM SSgA Target Retirement 2030 NL Fund M
 1S40NLM SSgA Target Retirement 2040 NL Fund M
 1S50NLM SSgA Target Retirement 2050 NL Fund M
 1S60NLM SSgA Target Retirement 2060 NL Fund M
 1RERGX American Funds EuroPacific Gr R6
 1MISIX Victory Trivalent International Sm-Cp I
 1PCSMX Principal SmallCap Growth I R6
 1ESPRX Allspring Special Small Cap Value R6
 1MMCVCT MFS Mid Cap Value Fund CT
 1SSP5IK State Street S&P 500 Index K
 1MWTSX Metropolitan West Total Return Bond Plan
 1DRVINC Drive Income Fund

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year