

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
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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) _____
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 JERRYS AUTOMOTIVE GROUP 401 K PROFIT SHARING PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 04/01/1988
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) JERRYS FORD SALES, INC. 18 FT EVANS RD LEESBURG, VA 20176
2b	Employer Identification Number (EIN) 84-5183052
2c	Plan Sponsor's telephone number 703-256-5000
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.	10/14/2024	KIMBERLY BENNETT
	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	5 273
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	6a(1) 84 6a(2) 77 6b 0 6c 178 6d 255 6e 0 6f 255 6g(1) 250 6g(2) 234 6h 4
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:

2A 2E 2F 2G 2J 2K 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (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 1
- (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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2023 This Form is Open to Public Inspection
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A Name of plan JERRYS AUTOMOTIVE GROUP 401 K PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 JERRYS FORD SALES, INC.	D Employer Identification Number (EIN) 84-5183052

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

(a) Name of insurance carrier
VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	ZH9606	234	01/01/2023	12/31/2023

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	609001
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	9152696

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier**6b****c** Premiums due but unpaid at the end of the year.....**6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.**6d**

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

b Balance at the end of the previous year**7b**

1024180

c Additions: (1) Contributions deposited during the year**7c(1)**

13516

(2) Dividends and credits

7c(2)

(3) Interest credited during the year

7c(3)

10237

(4) Transferred from separate account.....

7c(4)

16715

(5) Other (specify below)

7c(5)

1824

▶ *

(6) Total additions

7c(6)

42292

d Total of balance and additions (add lines **7b** and **7c(6)**)**7d**

1066472

e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year

7e(1)

371394

(2) Administration charge made by carrier

7e(2)

3772

(3) Transferred to separate account.....

7e(3)

(4) Other (specify below)

7e(4)

3504

▶ *

(5) Total deductions

7e(5)

378670

f Balance at the end of the current year (subtract line **7e(5)** from line **7d**)**7f**

687802

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 JERRYS AUTOMOTIVE GROUP 401 K PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 JERRYS FORD SALES, INC.	D Employer Identification Number (EIN) 84-5183052	

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
VOYA RETIREMENT INSURANCE & ANNUITY
71-0294708

(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)

VOYA RETIREMENT INSURANCE & ANNUITY

71-0294708

(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	SERVICE PROVIDER	42907	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(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
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(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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
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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
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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
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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
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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
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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
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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 JERRYS AUTOMOTIVE GROUP 401 K PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 JERRYS FORD SALES, INC.	D Employer Identification Number (EIN) 84-5183052	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	77893	51167
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7858244	9152696
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1024180	687802
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	8960317	9891665
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	8960317	9891665

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)	95732	
(B) Participants	2a(1)(B)	331553	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		427285
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2396	
(F) Other	2b(1)(F)	10237	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		12633
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		1482423
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		637
d Total income. Add all income amounts in column (b) and enter total	2d		1922978

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	948723	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		948723
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	42457	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	450	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		42907
j Total expenses. Add all expense amounts in column (b) and enter total	2j		991630

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		931348
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: **COUNCILOR, BUCHANAN, MITCHELL, P.C.**

(2) EIN: **52-1711839**

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.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan JERRYS AUTOMOTIVE GROUP 401 K PROFIT SHARING PLAN	B Three-digit plan number (PN) 002	
C Plan sponsor's name as shown on line 2a of Form 5500 JERRYS FORD SALES, INC.	D Employer Identification Number (EIN) 84-5183052	

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	
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): 71-0294708 Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? 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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase ☐ Decrease ☐ Both ☐ No
---	--

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) 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) 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)	14a 14b 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 b The corresponding number for the second preceding plan year	15a 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 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	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) 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
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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 <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702844A</u> .	



**JERRY'S AUTOMOTIVE GROUP 401(K)
PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2023 AND 2022

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

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Independent Auditor's Report

To the Administrative Committee
Jerry's Automotive Group 401(k) Profit Sharing Plan
Leesburg, Virginia

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

We have performed audits of the accompanying financial statements of Jerry's Automotive Group 401(k) Profit Sharing 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 benefits as of December 31, 2023 and 2022, 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 Jerry's Automotive Group 401(k) Profit Sharing Plan's financial statements 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 a certification from a qualified institution as of 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 of the Financial Statements section:

- the amounts and disclosures in the 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 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. 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 Jerry's Automotive Group 401(k) Profit Sharing Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. 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 Jerry's Automotive Group 401(k) Profit Sharing Plan's ability to continue as a going concern for one year after the date 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 generally accepted auditing standards 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 judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, 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.

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

- 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 Jerry's Automotive Group 401(k) Profit Sharing 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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about Jerry's Automotive Group 401(k) Profit Sharing 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.

Supplementary Schedules Required by ERISA

The supplementary Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 supplementary schedules, 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 generally accepted auditing standards. For information included in the supplementary schedules 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 supplementary schedules, we evaluated whether the supplementary schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

To the Administrative Committee
Jerry's Automotive Group 401(k) Profit Sharing Plan

Supplementary Schedules Required by ERISA (Continued)

In Our Opinion

- the form and content of the supplementary schedules, other than the information in the supplementary schedules 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 supplementary schedules related to assets held by and certified to by a qualified institution agrees to, or are 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).

Councilor, Buchanan + Mitchell, P.C.

Bethesda, Maryland
October 9, 2024

Certified Public Accountants

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022**

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at Fair Value	\$ 9,152,696	\$ 7,858,245
Investments, at Contract Value	<u>687,802</u>	<u>1,024,180</u>
Total Investments	9,840,498	8,882,425
Notes Receivable from Participants	<u>51,167</u>	<u>77,893</u>
Total Assets	<u>9,891,665</u>	<u>8,960,318</u>
Total Assets - Net Assets Available for Benefits	<u><u>\$ 9,891,665</u></u>	<u><u>\$ 8,960,318</u></u>

See accompanying Notes to Financial Statements.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023**

Additions to Net Assets Attributed to

Contributions

Participants' Contributions \$ 331,553

Employers' Contributions 95,732

Total Contributions 427,285

Investment Return

Net Appreciation in Fair Value of Investments 1,482,423

Interest and Dividends 10,237

Total Investment Return 1,492,660

Interest on Notes Receivable from Participants 2,396

Other Income 637

Total Additions 1,922,978

Deductions to Net Assets Attributed to

Benefits Paid to Plan Participants 948,723

Administrative Expenses 42,908

Total Deductions 991,631

Increase in Assets Available for Benefits 931,347

Net Assets Available for Benefits, Beginning of Year 8,960,318

Net Assets Available for Benefits, End of Year \$ 9,891,665

See accompanying Notes to Financial Statements.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN

The following description of Jerry's Automotive Group 401(k) Profit Sharing Plan (the Plan), provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan established April 1, 1988, with discretionary employer matching and contribution features. The Plan covers all employees who are age twenty-one or older and have met the completion of service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a single employer plan covering the employees of John's Ford, Inc., Jerry's Chevrolet, Inc., and Seneca Auto Body (together, the Companies). The Plan was amended and restated effective January 1, 2022, to bring the Plan into compliance with legislative and regulatory changes.

Contributions

Participants may make tax-deferred payroll contributions from their salaries. These allowable contributions are subject to the limitations of the Internal Revenue Code (IRC).

The Companies may make matching contributions to the Plan each year equal to a discretionary percentage, to be determined by the employers, of the participants' salary reductions. The employers may also make discretionary contributions to the Plan. All employers' contributions will be paid to the custodian no later than the date prescribed by law for filing the employers' federal income tax returns.

Participants direct the investment of their and the employers' contributions into various mutual funds and fixed return investment options offered by the Plan.

Rollover Contributions

The Plan accepts rollover contributions from retirement funds held by participants outside of this Plan, subject to provisions.

Investment Options

The Plan provides for participant-directed investment programs whereby the Plan determines which investment options are available and the participants may choose among the available options. Participants may have their accounts invested in any or a combination of mutual funds or an insurance general account. Participants may change their investment options at any time by reallocating contributions among different investment alternatives. Participants may also transfer contributions into and out of investments provided under the Plan, subject to possible restrictions.

Participant Accounts

Each participant's account is credited with the participant's contributions (including elective deferrals, catch-up contributions, and/or rollover contributions), the employers' matching and discretionary contributions, if any, share of any investment earnings, and increases in the value of investments. Participant accounts are also reduced by any withdrawals or distributions, investment losses, decreases in value of investments, and share of fees and expenses, as applicable.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Accounts (Continued)

Allocations are based on participant earnings or account balances, as defined pursuant to the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Each participant is immediately vested in his or her voluntary contributions and rollover contributions plus earnings thereon. Vesting in the remainder of the participant's account balance, which arises from employers' matching and discretionary contributions, if any, and forfeitures, plus earnings thereon, is based on years of continuous service. A participant is 20 percent vested after two years of service is completed and vests an additional 20 percent per year until full vesting after six years.

The Plan is not currently a top-heavy plan but does provide for accelerated vesting if it should become top heavy.

Notes Receivable from Participants

Participants may borrow from their plan accounts up to a maximum of \$50,000 or 50% of their vested account balances, whichever is less. Each loan is secured by the balance in the participant's account and bears interest at a rate that is commensurate with local prevailing rates as determined by the plan administrator. Delinquent participant loans are reclassified as distributions based on the terms of the plan document. The interest rates on current participant notes were 4.25% to 9.50%. Principal and interest are paid ratably through payroll deductions.

Distribution of Benefits

Distributions from amounts attributable to salary deferrals are not permitted before the age of 59½ except in the event of death, disability, or reasons of proven financial hardship. A participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a life annuity. For termination of service or for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

The taxable portion of a withdrawal is subject to federal and state income taxes and an additional tax if the participant has not reached the age of 59½, unless the amount is rolled over into another eligible plan or an Individual Retirement Account.

Forfeited Accounts

Terminating participants forfeit the non-vested portions of the participants' employer contributions. Forfeitures can be used to pay administrative costs of the Plan, restore previously forfeited account balances as necessary, or reduce future employer contributions. As of December 31, 2023 and 2022, forfeiture account balances totaled \$19,815 and \$17,186, respectively.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022**

1. DESCRIPTION OF THE PLAN (CONTINUED)

Administrative Cost

The cost of administering the Plan is paid by either the Plan or the participants' employers, as provided by the plan agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan presents its financial statements under the accrual method of accounting in accordance with generally accepted accounting principles in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results may differ from those estimates.

Contributions

Employee contributions are recorded in the period that the Companies deduct deferrals from the participant's earnings. Contributions from the employers of the Plan are accrued in the period in which they become obligations under provision of the plan agreement.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the plan document.

Payment of Benefits

Benefits to recipients are recorded when paid.

Investment Valuation and Income Recognition

Investments of the Plan are stated at fair value. Shares of registered investment companies (mutual funds) are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. The annuity contract is valued at book/contract value. Purchases and sales of investments are recorded on a trade date basis. Unrealized appreciation and depreciation in the fair value of investments are recognized in the financial statements in the period in which such changes occur.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

3. INFORMATION CERTIFIED BY THE PLAN CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Voya Retirement Insurance and Annuity Company, the custodian of the Plan, has certified that the information related to investments and notes receivable included in the accompanying financial statements and supplementary schedules is complete and accurate.

	<u>2023</u>	<u>2022</u>
Investments, at Fair Value	\$ 9,152,696	\$ 7,858,245
Investments, at Contract Value	687,802	1,024,180
Notes Receivable from Participants	51,167	77,893
Interest on Notes Receivable from Participants	2,396	*
Investment Return		
Net Appreciation in Fair Value of Investments	\$ 1,482,423	*
Interest and Dividends	10,237	*
Total Investment Return	<u>\$ 1,492,660</u>	

* Prior year information not required.

4. FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature 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 the accounting literature 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 are unadjusted quoted prices for similar assets in active or inactive markets.

- 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.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

4. FAIR VALUE MEASUREMENTS (CONTINUED)

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.

The asset's 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.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis as of December 31, 2023 and 2022.

Registered investment companies (mutual funds): The fair value of the shares of mutual funds owned by the Plan is based on quoted market price values on the last business day of the plan year.

The preceding methods described may produce a fair value estimate that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

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:

	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
<u>December 31, 2023</u>				
Mutual Funds	\$ 9,152,696	\$ 9,152,696	\$ -	\$ -
Total Investments, at Fair Value	<u>\$ 9,152,696</u>	<u>\$ 9,152,696</u>	<u>\$ -</u>	<u>\$ -</u>
<u>December 31, 2022</u>				
Mutual Funds	\$ 7,858,245	\$ 7,858,245	\$ -	\$ -
Total Investments, at Fair Value	<u>\$ 7,858,245</u>	<u>\$ 7,858,245</u>	<u>\$ -</u>	<u>\$ -</u>

5. GROUP ANNUITY CONTRACT

The Plan holds a group annuity contract (the Contract) or funding agreement with Voya Institutional Trust Company (the Company), who owns the underlying assets. The Fixed Account is held under the funding agreement and is credited with declared rates of interest. The Fixed Account is subject to a minimum rate described in the Contract. Amounts allocated to the Fixed Account are held in the Company's general account which supports insurance and annuity obligations. The general account is managed on an aggregate basis and supports all of the Company's financial commitments. No portion of the general account is attributable to a particular plan nor do plans have any undivided ownership interest in general account assets.

Amounts available for participant transfer are available at contract value. Transfers from the general account assets prior to its maturity are subject to a market value adjustment. Certain conditions or restrictions apply to transfers in connection with the Fixed Account. Withdrawals to pay participant benefits (as defined in the Contract) from the Fixed Account are made at contract value. Certain contracts limit the amount available for benefits from the Fixed Account to a percentage of the account value. Surrenders from the Fixed Account would either be subject to a market value adjustment or paid in installments as elected by the contract holder.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

6. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Voya Retirement Insurance and Annuity Company, the custodian of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid to the custodian also qualify as party-in-interest transactions.

7. CONCENTRATIONS

Investments representing 15% or more of the Plan's net assets as of December 31 are as follows:

	2023	2022
AmCen Growth Fund R6	\$ 1,994,641	*
Vangrd 500 Index Fund Adm	1,579,981	*

* Investment did not represent 15% or more of the Plan's net assets available for benefits.

8. PLAN TERMINATION

Although the Companies have not expressed any intent to do so, they have a right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants will be fully vested in their accounts.

9. TAX STATUS

The Plan meets the requirements of the Internal Revenue Code (IRC) and ERISA to qualify as exempt from federal income taxes. The provider of the pre-approved plan (non-standardized prototype plan) has obtained an opinion letter dated September 1, 2014, in which the Internal Revenue Service stated that the Plan, as designed and amended under the 2010 Cumulative List of Amendments, was in compliance with the applicable requirements of the Internal Revenue Code.

The accounting standard on accounting for uncertainty in income taxes addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under that guidance, the Plan may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position.

For the Plan, a tax position is the Plan's tax-exempt status under the provisions of the IRC and ERISA. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There were no unrecognized tax benefits identified or recorded as liabilities for the years ended December 31, 2023 and 2022.

The Plan's policy would be to recognize in income tax expense in its financial statements any interest and penalties on uncertain tax positions related to its unrecognized tax benefits. No interest or penalties were incurred or recognized during the years ended December 31, 2023 and 2022. The Plan's Forms 5500, *Annual Return/Report of Employee Benefit Plan*, is open for inspection by the taxing authorities, generally for three years after filing.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

10. 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 benefits.

COVID-19 Pandemic and CARES Act

The Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) was signed into law March 27, 2020, and the Setting Every Community Up for Retirement Enhancement Act of 2019 (the SECURE Act) was signed into law December 29, 2019. These laws change the Plan to, amongst others, allow certain eligible individuals to receive coronavirus-related relief for loan repayment, suspend required minimum distributions, and delay the commencement date for required minimum distributions.

Effective March 27, 2020, certain provisions were implemented under the CARES Act which include the waiver of 2020 required minimum distributions. The Plan was formerly amended for the SECURE Act and the CARES Act provisions elected in accordance with applicable law and IRS guidance on October 12, 2022, and December 14, 2022, respectively.

11. SUBSEQUENT EVENTS

The plan administrator has evaluated subsequent events through October 9, 2024, the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

EIN: 84-5183052

PN: 002

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

					Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
					Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Amount Withheld	Date Withheld	Date Remitted	Interest Crediting Date	Date Corrected	Amount	Amount	Amount	Amount
\$ 665	1/15/2021	N/A	N/A	N/A	\$ 665	\$ -	\$ -	\$ -

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

EIN: 84-5183052

PN: 002

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

DECEMBER 31, 2023

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Voya Fixed Account	Group Annuity Contract	**	\$ 687,802
	MFS Value Fund R6	Mutual Fund	**	274,614
	AmCen Growth Fund R6	Mutual Fund	**	1,994,641
	JPMorgan Mid Cap Value Fnd R6	Mutual Fund	**	100,092
	JPMorgan SmartRet 2045 Fnd R6	Mutual Fund	**	900,753
	Vangrd 500 Index Fund Adm	Mutual Fund	**	1,579,981
	JPMorgan SmartRet 2025 Fnd R6	Mutual Fund	**	729,361
	JPMorgan SmartRet 2035 Fnd R6	Mutual Fund	**	628,338
	American Funds EuroPacific R6	Mutual Fund	**	507,972
	Fidelity Adv Ttl Bnd Fd Z	Mutual Fund	**	326,773
	JPMorgan SmartRet 2050 Fnd R6	Mutual Fund	**	305,502
	Vangrd Small-Cap Index Fnd Adm	Mutual Fund	**	215,829
	Lord Abbett Bd Debenture Fd R6	Mutual Fund	**	216,903
	JPMorgan SmartRet 2055 Fnd R6	Mutual Fund	**	245,102
	JPMorgan SmartRet 2030 Fnd R6	Mutual Fund	**	190,335
*	Voya MidCap Opportunities F R6	Mutual Fund	**	142,721
	MFS International Value Fnd R6	Mutual Fund	**	138,155
	JPMorgan SmartRet 2040 Fnd R6	Mutual Fund	**	146,196
	JPMorgan SmartRet 2060 Fnd R6	Mutual Fund	**	160,687
	AmBcn Small Cap Value Fund Ins	Mutual Fund	**	76,441
	JPMorgan SmartRet Inc Fnd R6	Mutual Fund	**	55,756
	Vangrd Mid-Cap Index Fund Adm	Mutual Fund	**	53,036
	Oppenhr Developing Mkts Fund I	Mutual Fund	**	73,437
	JPMorgan SmartRet 2020 Fnd R6	Mutual Fund	**	56,406
	American Funds Nw Prspctv R6	Mutual Fund	**	13,850
*	Voya Money Market Fund A (Forfeiture Account)	Mutual Fund	**	19,815
*	Notes Receivable from Participants	Variable Maturity, Interest Rates from 4.25% to 9.50%	-	51,167
	Total			\$ 9,891,665

* Represents a party-in-interest.

** Cost information not required, participant-directed investment.



**JERRY'S AUTOMOTIVE GROUP 401(K)
PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2023 AND 2022

JERRY’S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

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DECEMBER 31, 2023 AND 2022**

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Independent Auditor's Report

To the Administrative Committee
Jerry's Automotive Group 401(k) Profit Sharing Plan
Leesburg, Virginia

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

We have performed audits of the accompanying financial statements of Jerry's Automotive Group 401(k) Profit Sharing 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 benefits as of December 31, 2023 and 2022, 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 Jerry's Automotive Group 401(k) Profit Sharing Plan's financial statements 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 a certification from a qualified institution as of 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 of the Financial Statements section:

- the amounts and disclosures in the 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 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. 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 Jerry's Automotive Group 401(k) Profit Sharing Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. 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 Jerry's Automotive Group 401(k) Profit Sharing Plan's ability to continue as a going concern for one year after the date 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 generally accepted auditing standards 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 judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, 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.

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

- 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 Jerry's Automotive Group 401(k) Profit Sharing 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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about Jerry's Automotive Group 401(k) Profit Sharing 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.

Supplementary Schedules Required by ERISA

The supplementary Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 supplementary schedules, 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 generally accepted auditing standards. For information included in the supplementary schedules 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 supplementary schedules, we evaluated whether the supplementary schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

To the Administrative Committee
Jerry's Automotive Group 401(k) Profit Sharing Plan

Supplementary Schedules Required by ERISA (Continued)

In Our Opinion

- the form and content of the supplementary schedules, other than the information in the supplementary schedules 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 supplementary schedules related to assets held by and certified to by a qualified institution agrees to, or are 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).

Councilor, Buchanan + Mitchell, P.C.

Bethesda, Maryland
October 9, 2024

Certified Public Accountants

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022**

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at Fair Value	\$ 9,152,696	\$ 7,858,245
Investments, at Contract Value	<u>687,802</u>	<u>1,024,180</u>
Total Investments	9,840,498	8,882,425
Notes Receivable from Participants	<u>51,167</u>	<u>77,893</u>
Total Assets	<u>9,891,665</u>	<u>8,960,318</u>
Total Assets - Net Assets Available for Benefits	<u><u>\$ 9,891,665</u></u>	<u><u>\$ 8,960,318</u></u>

See accompanying Notes to Financial Statements.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023**

Additions to Net Assets Attributed to

Contributions

Participants' Contributions \$ 331,553

Employers' Contributions 95,732

Total Contributions 427,285

Investment Return

Net Appreciation in Fair Value of Investments 1,482,423

Interest and Dividends 10,237

Total Investment Return 1,492,660

Interest on Notes Receivable from Participants 2,396

Other Income 637

Total Additions 1,922,978

Deductions to Net Assets Attributed to

Benefits Paid to Plan Participants 948,723

Administrative Expenses 42,908

Total Deductions 991,631

Increase in Assets Available for Benefits 931,347

Net Assets Available for Benefits, Beginning of Year 8,960,318

Net Assets Available for Benefits, End of Year \$ 9,891,665

See accompanying Notes to Financial Statements.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN

The following description of Jerry's Automotive Group 401(k) Profit Sharing Plan (the Plan), provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan established April 1, 1988, with discretionary employer matching and contribution features. The Plan covers all employees who are age twenty-one or older and have met the completion of service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a single employer plan covering the employees of John's Ford, Inc., Jerry's Chevrolet, Inc., and Seneca Auto Body (together, the Companies). The Plan was amended and restated effective January 1, 2022, to bring the Plan into compliance with legislative and regulatory changes.

Contributions

Participants may make tax-deferred payroll contributions from their salaries. These allowable contributions are subject to the limitations of the Internal Revenue Code (IRC).

The Companies may make matching contributions to the Plan each year equal to a discretionary percentage, to be determined by the employers, of the participants' salary reductions. The employers may also make discretionary contributions to the Plan. All employers' contributions will be paid to the custodian no later than the date prescribed by law for filing the employers' federal income tax returns.

Participants direct the investment of their and the employers' contributions into various mutual funds and fixed return investment options offered by the Plan.

Rollover Contributions

The Plan accepts rollover contributions from retirement funds held by participants outside of this Plan, subject to provisions.

Investment Options

The Plan provides for participant-directed investment programs whereby the Plan determines which investment options are available and the participants may choose among the available options. Participants may have their accounts invested in any or a combination of mutual funds or an insurance general account. Participants may change their investment options at any time by reallocating contributions among different investment alternatives. Participants may also transfer contributions into and out of investments provided under the Plan, subject to possible restrictions.

Participant Accounts

Each participant's account is credited with the participant's contributions (including elective deferrals, catch-up contributions, and/or rollover contributions), the employers' matching and discretionary contributions, if any, share of any investment earnings, and increases in the value of investments. Participant accounts are also reduced by any withdrawals or distributions, investment losses, decreases in value of investments, and share of fees and expenses, as applicable.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Accounts (Continued)

Allocations are based on participant earnings or account balances, as defined pursuant to the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Each participant is immediately vested in his or her voluntary contributions and rollover contributions plus earnings thereon. Vesting in the remainder of the participant's account balance, which arises from employers' matching and discretionary contributions, if any, and forfeitures, plus earnings thereon, is based on years of continuous service. A participant is 20 percent vested after two years of service is completed and vests an additional 20 percent per year until full vesting after six years.

The Plan is not currently a top-heavy plan but does provide for accelerated vesting if it should become top heavy.

Notes Receivable from Participants

Participants may borrow from their plan accounts up to a maximum of \$50,000 or 50% of their vested account balances, whichever is less. Each loan is secured by the balance in the participant's account and bears interest at a rate that is commensurate with local prevailing rates as determined by the plan administrator. Delinquent participant loans are reclassified as distributions based on the terms of the plan document. The interest rates on current participant notes were 4.25% to 9.50%. Principal and interest are paid ratably through payroll deductions.

Distribution of Benefits

Distributions from amounts attributable to salary deferrals are not permitted before the age of 59½ except in the event of death, disability, or reasons of proven financial hardship. A participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a life annuity. For termination of service or for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

The taxable portion of a withdrawal is subject to federal and state income taxes and an additional tax if the participant has not reached the age of 59½, unless the amount is rolled over into another eligible plan or an Individual Retirement Account.

Forfeited Accounts

Terminating participants forfeit the non-vested portions of the participants' employer contributions. Forfeitures can be used to pay administrative costs of the Plan, restore previously forfeited account balances as necessary, or reduce future employer contributions. As of December 31, 2023 and 2022, forfeiture account balances totaled \$19,815 and \$17,186, respectively.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN (CONTINUED)

Administrative Cost

The cost of administering the Plan is paid by either the Plan or the participants' employers, as provided by the plan agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan presents its financial statements under the accrual method of accounting in accordance with generally accepted accounting principles in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results may differ from those estimates.

Contributions

Employee contributions are recorded in the period that the Companies deduct deferrals from the participant's earnings. Contributions from the employers of the Plan are accrued in the period in which they become obligations under provision of the plan agreement.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the plan document.

Payment of Benefits

Benefits to recipients are recorded when paid.

Investment Valuation and Income Recognition

Investments of the Plan are stated at fair value. Shares of registered investment companies (mutual funds) are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. The annuity contract is valued at book/contract value. Purchases and sales of investments are recorded on a trade date basis. Unrealized appreciation and depreciation in the fair value of investments are recognized in the financial statements in the period in which such changes occur.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

3. INFORMATION CERTIFIED BY THE PLAN CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Voya Retirement Insurance and Annuity Company, the custodian of the Plan, has certified that the information related to investments and notes receivable included in the accompanying financial statements and supplementary schedules is complete and accurate.

	2023	2022
Investments, at Fair Value	\$ 9,152,696	\$ 7,858,245
Investments, at Contract Value	687,802	1,024,180
Notes Receivable from Participants	51,167	77,893
Interest on Notes Receivable from Participants	2,396	*
Investment Return		
Net Appreciation in Fair Value of Investments	\$ 1,482,423	*
Interest and Dividends	10,237	*
Total Investment Return	<u>\$ 1,492,660</u>	

* Prior year information not required.

4. FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature 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 the accounting literature 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 are unadjusted quoted prices for similar assets in active or inactive markets.

- 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.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

4. FAIR VALUE MEASUREMENTS (CONTINUED)

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.

The asset's 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.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis as of December 31, 2023 and 2022.

Registered investment companies (mutual funds): The fair value of the shares of mutual funds owned by the Plan is based on quoted market price values on the last business day of the plan year.

The preceding methods described may produce a fair value estimate that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

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:

	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
<u>December 31, 2023</u>				
Mutual Funds	\$ 9,152,696	\$ 9,152,696	\$ -	\$ -
Total Investments, at Fair Value	\$ 9,152,696	\$ 9,152,696	\$ -	\$ -
<u>December 31, 2022</u>				
Mutual Funds	\$ 7,858,245	\$ 7,858,245	\$ -	\$ -
Total Investments, at Fair Value	\$ 7,858,245	\$ 7,858,245	\$ -	\$ -

5. GROUP ANNUITY CONTRACT

The Plan holds a group annuity contract (the Contract) or funding agreement with Voya Institutional Trust Company (the Company), who owns the underlying assets. The Fixed Account is held under the funding agreement and is credited with declared rates of interest. The Fixed Account is subject to a minimum rate described in the Contract. Amounts allocated to the Fixed Account are held in the Company's general account which supports insurance and annuity obligations. The general account is managed on an aggregate basis and supports all of the Company's financial commitments. No portion of the general account is attributable to a particular plan nor do plans have any undivided ownership interest in general account assets.

Amounts available for participant transfer are available at contract value. Transfers from the general account assets prior to its maturity are subject to a market value adjustment. Certain conditions or restrictions apply to transfers in connection with the Fixed Account. Withdrawals to pay participant benefits (as defined in the Contract) from the Fixed Account are made at contract value. Certain contracts limit the amount available for benefits from the Fixed Account to a percentage of the account value. Surrenders from the Fixed Account would either be subject to a market value adjustment or paid in installments as elected by the contract holder.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

6. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Voya Retirement Insurance and Annuity Company, the custodian of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid to the custodian also qualify as party-in-interest transactions.

7. CONCENTRATIONS

Investments representing 15% or more of the Plan's net assets as of December 31 are as follows:

	2023	2022
AmCen Growth Fund R6	\$ 1,994,641	*
Vangrd 500 Index Fund Adm	1,579,981	*

* Investment did not represent 15% or more of the Plan's net assets available for benefits.

8. PLAN TERMINATION

Although the Companies have not expressed any intent to do so, they have a right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants will be fully vested in their accounts.

9. TAX STATUS

The Plan meets the requirements of the Internal Revenue Code (IRC) and ERISA to qualify as exempt from federal income taxes. The provider of the pre-approved plan (non-standardized prototype plan) has obtained an opinion letter dated September 1, 2014, in which the Internal Revenue Service stated that the Plan, as designed and amended under the 2010 Cumulative List of Amendments, was in compliance with the applicable requirements of the Internal Revenue Code.

The accounting standard on accounting for uncertainty in income taxes addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under that guidance, the Plan may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position.

For the Plan, a tax position is the Plan's tax-exempt status under the provisions of the IRC and ERISA. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There were no unrecognized tax benefits identified or recorded as liabilities for the years ended December 31, 2023 and 2022.

The Plan's policy would be to recognize in income tax expense in its financial statements any interest and penalties on uncertain tax positions related to its unrecognized tax benefits. No interest or penalties were incurred or recognized during the years ended December 31, 2023 and 2022. The Plan's Forms 5500, *Annual Return/Report of Employee Benefit Plan*, is open for inspection by the taxing authorities, generally for three years after filing.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

10. 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 benefits.

COVID-19 Pandemic and CARES Act

The Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) was signed into law March 27, 2020, and the Setting Every Community Up for Retirement Enhancement Act of 2019 (the SECURE Act) was signed into law December 29, 2019. These laws change the Plan to, amongst others, allow certain eligible individuals to receive coronavirus-related relief for loan repayment, suspend required minimum distributions, and delay the commencement date for required minimum distributions.

Effective March 27, 2020, certain provisions were implemented under the CARES Act which include the waiver of 2020 required minimum distributions. The Plan was formerly amended for the SECURE Act and the CARES Act provisions elected in accordance with applicable law and IRS guidance on October 12, 2022, and December 14, 2022, respectively.

11. SUBSEQUENT EVENTS

The plan administrator has evaluated subsequent events through October 9, 2024, the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

EIN: 84-5183052

PN: 002

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

					Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
					Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Amount Withheld	Date Withheld	Date Remitted	Interest Crediting Date	Date Corrected	Amount	Amount	Amount	Amount
\$ 665	1/15/2021	N/A	N/A	N/A	\$ 665	\$ -	\$ -	\$ -

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

EIN: 84-5183052

PN: 002

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

DECEMBER 31, 2023

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Voya Fixed Account	Group Annuity Contract	**	\$ 687,802
	MFS Value Fund R6	Mutual Fund	**	274,614
	AmCen Growth Fund R6	Mutual Fund	**	1,994,641
	JPMorgan Mid Cap Value Fnd R6	Mutual Fund	**	100,092
	JPMorgan SmartRet 2045 Fnd R6	Mutual Fund	**	900,753
	Vangrd 500 Index Fund Adm	Mutual Fund	**	1,579,981
	JPMorgan SmartRet 2025 Fnd R6	Mutual Fund	**	729,361
	JPMorgan SmartRet 2035 Fnd R6	Mutual Fund	**	628,338
	American Funds EuroPacific R6	Mutual Fund	**	507,972
	Fidelity Adv Ttl Bnd Fd Z	Mutual Fund	**	326,773
	JPMorgan SmartRet 2050 Fnd R6	Mutual Fund	**	305,502
	Vangrd Small-Cap Index Fnd Adm	Mutual Fund	**	215,829
	Lord Abbett Bd Debenture Fd R6	Mutual Fund	**	216,903
	JPMorgan SmartRet 2055 Fnd R6	Mutual Fund	**	245,102
	JPMorgan SmartRet 2030 Fnd R6	Mutual Fund	**	190,335
*	Voya MidCap Opportunities F R6	Mutual Fund	**	142,721
	MFS International Value Fnd R6	Mutual Fund	**	138,155
	JPMorgan SmartRet 2040 Fnd R6	Mutual Fund	**	146,196
	JPMorgan SmartRet 2060 Fnd R6	Mutual Fund	**	160,687
	AmBcn Small Cap Value Fund Ins	Mutual Fund	**	76,441
	JPMorgan SmartRet Inc Fnd R6	Mutual Fund	**	55,756
	Vangrd Mid-Cap Index Fund Adm	Mutual Fund	**	53,036
	Oppenhmr Developing Mkts Fund I	Mutual Fund	**	73,437
	JPMorgan SmartRet 2020 Fnd R6	Mutual Fund	**	56,406
	American Funds Nw Prspctv R6	Mutual Fund	**	13,850
*	Voya Money Market Fund A (Forfeiture Account)	Mutual Fund	**	19,815
*	Notes Receivable from Participants	Variable Maturity, Interest Rates from 4.25% to 9.50%	-	51,167
	Total			\$ 9,891,665

* Represents a party-in-interest.

** Cost information not required, participant-directed investment.



**JERRY'S AUTOMOTIVE GROUP 401(K)
PROFIT SHARING PLAN**

**FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION**

DECEMBER 31, 2023 AND 2022

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

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Independent Auditor's Report

To the Administrative Committee
Jerry's Automotive Group 401(k) Profit Sharing Plan
Leesburg, Virginia

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

We have performed audits of the accompanying financial statements of Jerry's Automotive Group 401(k) Profit Sharing 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 benefits as of December 31, 2023 and 2022, 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 Jerry's Automotive Group 401(k) Profit Sharing Plan's financial statements 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 a certification from a qualified institution as of 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 of the Financial Statements section:

- the amounts and disclosures in the 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 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. 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 Jerry's Automotive Group 401(k) Profit Sharing Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. 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 Jerry's Automotive Group 401(k) Profit Sharing Plan's ability to continue as a going concern for one year after the date 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 generally accepted auditing standards 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 judgement made by a reasonable user based on the financial statements.

In performing an audit in accordance with generally accepted auditing standards, 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.

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

- 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 Jerry's Automotive Group 401(k) Profit Sharing 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 judgement, there are conditions or events, considered in the aggregate, that raise substantial doubt about Jerry's Automotive Group 401(k) Profit Sharing 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.

Supplementary Schedules Required by ERISA

The supplementary Schedule H, Line 4a - Schedule of Delinquent Participant Contributions and Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2023, are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 supplementary schedules, 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 generally accepted auditing standards. For information included in the supplementary schedules 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 supplementary schedules, we evaluated whether the supplementary schedules, other than the information agreed to or derived from the certified investment information, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

To the Administrative Committee
Jerry's Automotive Group 401(k) Profit Sharing Plan

Supplementary Schedules Required by ERISA (Continued)

In Our Opinion

- the form and content of the supplementary schedules, other than the information in the supplementary schedules 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 supplementary schedules related to assets held by and certified to by a qualified institution agrees to, or are 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).

Councilor, Buchanan + Mitchell, P.C.

Bethesda, Maryland
October 9, 2024

Certified Public Accountants

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022**

	<u>2023</u>	<u>2022</u>
Assets		
Investments, at Fair Value	\$ 9,152,696	\$ 7,858,245
Investments, at Contract Value	<u>687,802</u>	<u>1,024,180</u>
Total Investments	9,840,498	8,882,425
Notes Receivable from Participants	<u>51,167</u>	<u>77,893</u>
Total Assets	<u>9,891,665</u>	<u>8,960,318</u>
Total Assets - Net Assets Available for Benefits	<u><u>\$ 9,891,665</u></u>	<u><u>\$ 8,960,318</u></u>

See accompanying Notes to Financial Statements.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023**

Additions to Net Assets Attributed to

Contributions

Participants' Contributions \$ 331,553

Employers' Contributions 95,732

Total Contributions 427,285

Investment Return

Net Appreciation in Fair Value of Investments 1,482,423

Interest and Dividends 10,237

Total Investment Return 1,492,660

Interest on Notes Receivable from Participants 2,396

Other Income 637

Total Additions 1,922,978

Deductions to Net Assets Attributed to

Benefits Paid to Plan Participants 948,723

Administrative Expenses 42,908

Total Deductions 991,631

Increase in Assets Available for Benefits 931,347

Net Assets Available for Benefits, Beginning of Year 8,960,318

Net Assets Available for Benefits, End of Year \$ 9,891,665

See accompanying Notes to Financial Statements.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN

The following description of Jerry's Automotive Group 401(k) Profit Sharing Plan (the Plan), provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) plan established April 1, 1988, with discretionary employer matching and contribution features. The Plan covers all employees who are age twenty-one or older and have met the completion of service requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is a single employer plan covering the employees of John's Ford, Inc., Jerry's Chevrolet, Inc., and Seneca Auto Body (together, the Companies). The Plan was amended and restated effective January 1, 2022, to bring the Plan into compliance with legislative and regulatory changes.

Contributions

Participants may make tax-deferred payroll contributions from their salaries. These allowable contributions are subject to the limitations of the Internal Revenue Code (IRC).

The Companies may make matching contributions to the Plan each year equal to a discretionary percentage, to be determined by the employers, of the participants' salary reductions. The employers may also make discretionary contributions to the Plan. All employers' contributions will be paid to the custodian no later than the date prescribed by law for filing the employers' federal income tax returns.

Participants direct the investment of their and the employers' contributions into various mutual funds and fixed return investment options offered by the Plan.

Rollover Contributions

The Plan accepts rollover contributions from retirement funds held by participants outside of this Plan, subject to provisions.

Investment Options

The Plan provides for participant-directed investment programs whereby the Plan determines which investment options are available and the participants may choose among the available options. Participants may have their accounts invested in any or a combination of mutual funds or an insurance general account. Participants may change their investment options at any time by reallocating contributions among different investment alternatives. Participants may also transfer contributions into and out of investments provided under the Plan, subject to possible restrictions.

Participant Accounts

Each participant's account is credited with the participant's contributions (including elective deferrals, catch-up contributions, and/or rollover contributions), the employers' matching and discretionary contributions, if any, share of any investment earnings, and increases in the value of investments. Participant accounts are also reduced by any withdrawals or distributions, investment losses, decreases in value of investments, and share of fees and expenses, as applicable.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF THE PLAN (CONTINUED)

Participant Accounts (Continued)

Allocations are based on participant earnings or account balances, as defined pursuant to the Plan's provisions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Each participant is immediately vested in his or her voluntary contributions and rollover contributions plus earnings thereon. Vesting in the remainder of the participant's account balance, which arises from employers' matching and discretionary contributions, if any, and forfeitures, plus earnings thereon, is based on years of continuous service. A participant is 20 percent vested after two years of service is completed and vests an additional 20 percent per year until full vesting after six years.

The Plan is not currently a top-heavy plan but does provide for accelerated vesting if it should become top heavy.

Notes Receivable from Participants

Participants may borrow from their plan accounts up to a maximum of \$50,000 or 50% of their vested account balances, whichever is less. Each loan is secured by the balance in the participant's account and bears interest at a rate that is commensurate with local prevailing rates as determined by the plan administrator. Delinquent participant loans are reclassified as distributions based on the terms of the plan document. The interest rates on current participant notes were 4.25% to 9.50%. Principal and interest are paid ratably through payroll deductions.

Distribution of Benefits

Distributions from amounts attributable to salary deferrals are not permitted before the age of 59½ except in the event of death, disability, or reasons of proven financial hardship. A participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or a life annuity. For termination of service or for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

The taxable portion of a withdrawal is subject to federal and state income taxes and an additional tax if the participant has not reached the age of 59½, unless the amount is rolled over into another eligible plan or an Individual Retirement Account.

Forfeited Accounts

Terminating participants forfeit the non-vested portions of the participants' employer contributions. Forfeitures can be used to pay administrative costs of the Plan, restore previously forfeited account balances as necessary, or reduce future employer contributions. As of December 31, 2023 and 2022, forfeiture account balances totaled \$19,815 and \$17,186, respectively.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

**NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022**

1. DESCRIPTION OF THE PLAN (CONTINUED)

Administrative Cost

The cost of administering the Plan is paid by either the Plan or the participants' employers, as provided by the plan agreement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The Plan presents its financial statements under the accrual method of accounting in accordance with generally accepted accounting principles in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results may differ from those estimates.

Contributions

Employee contributions are recorded in the period that the Companies deduct deferrals from the participant's earnings. Contributions from the employers of the Plan are accrued in the period in which they become obligations under provision of the plan agreement.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based on the terms of the plan document.

Payment of Benefits

Benefits to recipients are recorded when paid.

Investment Valuation and Income Recognition

Investments of the Plan are stated at fair value. Shares of registered investment companies (mutual funds) are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year end. The annuity contract is valued at book/contract value. Purchases and sales of investments are recorded on a trade date basis. Unrealized appreciation and depreciation in the fair value of investments are recognized in the financial statements in the period in which such changes occur.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

3. INFORMATION CERTIFIED BY THE PLAN CUSTODIAN

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8(c) of the Department of Labor's Rules and Regulations for Reporting and Disclosures under ERISA. Accordingly, Voya Retirement Insurance and Annuity Company, the custodian of the Plan, has certified that the information related to investments and notes receivable included in the accompanying financial statements and supplementary schedules is complete and accurate.

	<u>2023</u>	<u>2022</u>
Investments, at Fair Value	\$ 9,152,696	\$ 7,858,245
Investments, at Contract Value	687,802	1,024,180
Notes Receivable from Participants	51,167	77,893
Interest on Notes Receivable from Participants	2,396	*
Investment Return		
Net Appreciation in Fair Value of Investments	\$ 1,482,423	*
Interest and Dividends	10,237	*
Total Investment Return	<u>\$ 1,492,660</u>	

* Prior year information not required.

4. FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature 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 the accounting literature 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 are unadjusted quoted prices for similar assets in active or inactive markets.

- 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.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

4. FAIR VALUE MEASUREMENTS (CONTINUED)

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.

The asset's 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.

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis as of December 31, 2023 and 2022.

Registered investment companies (mutual funds): The fair value of the shares of mutual funds owned by the Plan is based on quoted market price values on the last business day of the plan year.

The preceding methods described may produce a fair value estimate that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although 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.

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:

	Fair Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
<u>December 31, 2023</u>				
Mutual Funds	\$ 9,152,696	\$ 9,152,696	\$ -	\$ -
Total Investments, at Fair Value	\$ 9,152,696	\$ 9,152,696	\$ -	\$ -
<u>December 31, 2022</u>				
Mutual Funds	\$ 7,858,245	\$ 7,858,245	\$ -	\$ -
Total Investments, at Fair Value	\$ 7,858,245	\$ 7,858,245	\$ -	\$ -

5. GROUP ANNUITY CONTRACT

The Plan holds a group annuity contract (the Contract) or funding agreement with Voya Institutional Trust Company (the Company), who owns the underlying assets. The Fixed Account is held under the funding agreement and is credited with declared rates of interest. The Fixed Account is subject to a minimum rate described in the Contract. Amounts allocated to the Fixed Account are held in the Company's general account which supports insurance and annuity obligations. The general account is managed on an aggregate basis and supports all of the Company's financial commitments. No portion of the general account is attributable to a particular plan nor do plans have any undivided ownership interest in general account assets.

Amounts available for participant transfer are available at contract value. Transfers from the general account assets prior to its maturity are subject to a market value adjustment. Certain conditions or restrictions apply to transfers in connection with the Fixed Account. Withdrawals to pay participant benefits (as defined in the Contract) from the Fixed Account are made at contract value. Certain contracts limit the amount available for benefits from the Fixed Account to a percentage of the account value. Surrenders from the Fixed Account would either be subject to a market value adjustment or paid in installments as elected by the contract holder.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

6. RELATED PARTY TRANSACTIONS

Certain plan investments are shares of mutual funds managed by Voya Retirement Insurance and Annuity Company, the custodian of the Plan. Therefore, these transactions qualify as party-in-interest transactions. Administrative fees paid to the custodian also qualify as party-in-interest transactions.

7. CONCENTRATIONS

Investments representing 15% or more of the Plan's net assets as of December 31 are as follows:

	2023	2022
AmCen Growth Fund R6	\$ 1,994,641	*
Vangrd 500 Index Fund Adm	1,579,981	*

* Investment did not represent 15% or more of the Plan's net assets available for benefits.

8. PLAN TERMINATION

Although the Companies have not expressed any intent to do so, they have a right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, participants will be fully vested in their accounts.

9. TAX STATUS

The Plan meets the requirements of the Internal Revenue Code (IRC) and ERISA to qualify as exempt from federal income taxes. The provider of the pre-approved plan (non-standardized prototype plan) has obtained an opinion letter dated September 1, 2014, in which the Internal Revenue Service stated that the Plan, as designed and amended under the 2010 Cumulative List of Amendments, was in compliance with the applicable requirements of the Internal Revenue Code.

The accounting standard on accounting for uncertainty in income taxes addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under that guidance, the Plan may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by taxing authorities based on the technical merits of the position.

For the Plan, a tax position is the Plan's tax-exempt status under the provisions of the IRC and ERISA. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. There were no unrecognized tax benefits identified or recorded as liabilities for the years ended December 31, 2023 and 2022.

The Plan's policy would be to recognize in income tax expense in its financial statements any interest and penalties on uncertain tax positions related to its unrecognized tax benefits. No interest or penalties were incurred or recognized during the years ended December 31, 2023 and 2022. The Plan's Forms 5500, *Annual Return/Report of Employee Benefit Plan*, is open for inspection by the taxing authorities, generally for three years after filing.

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

10. 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 benefits.

COVID-19 Pandemic and CARES Act

The Coronavirus Aid, Relief, and Economic Security Act (the CARES Act) was signed into law March 27, 2020, and the Setting Every Community Up for Retirement Enhancement Act of 2019 (the SECURE Act) was signed into law December 29, 2019. These laws change the Plan to, amongst others, allow certain eligible individuals to receive coronavirus-related relief for loan repayment, suspend required minimum distributions, and delay the commencement date for required minimum distributions.

Effective March 27, 2020, certain provisions were implemented under the CARES Act which include the waiver of 2020 required minimum distributions. The Plan was formerly amended for the SECURE Act and the CARES Act provisions elected in accordance with applicable law and IRS guidance on October 12, 2022, and December 14, 2022, respectively.

11. SUBSEQUENT EVENTS

The plan administrator has evaluated subsequent events through October 9, 2024, the date on which the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

EIN: 84-5183052

PN: 002

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

DECEMBER 31, 2023

					Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected under VFCP and PTE 2002-51
					Contributions Not Corrected*	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Amount Withheld	Date Withheld	Date Remitted	Interest Crediting Date	Date Corrected	Amount	Amount	Amount	Amount
\$ 665	1/15/2021	N/A	N/A	N/A	\$ 665	\$ -	\$ -	\$ -

JERRY'S AUTOMOTIVE GROUP 401(K) PROFIT SHARING PLAN

EIN: 84-5183052

PN: 002

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

DECEMBER 31, 2023

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
*	Voya Fixed Account	Group Annuity Contract	**	\$ 687,802
	MFS Value Fund R6	Mutual Fund	**	274,614
	AmCen Growth Fund R6	Mutual Fund	**	1,994,641
	JPMorgan Mid Cap Value Fnd R6	Mutual Fund	**	100,092
	JPMorgan SmartRet 2045 Fnd R6	Mutual Fund	**	900,753
	Vangrd 500 Index Fund Adm	Mutual Fund	**	1,579,981
	JPMorgan SmartRet 2025 Fnd R6	Mutual Fund	**	729,361
	JPMorgan SmartRet 2035 Fnd R6	Mutual Fund	**	628,338
	American Funds EuroPacific R6	Mutual Fund	**	507,972
	Fidelity Adv Ttl Bnd Fd Z	Mutual Fund	**	326,773
	JPMorgan SmartRet 2050 Fnd R6	Mutual Fund	**	305,502
	Vangrd Small-Cap Index Fnd Adm	Mutual Fund	**	215,829
	Lord Abbett Bd Debenture Fd R6	Mutual Fund	**	216,903
	JPMorgan SmartRet 2055 Fnd R6	Mutual Fund	**	245,102
	JPMorgan SmartRet 2030 Fnd R6	Mutual Fund	**	190,335
*	Voya MidCap Opportunities F R6	Mutual Fund	**	142,721
	MFS International Value Fnd R6	Mutual Fund	**	138,155
	JPMorgan SmartRet 2040 Fnd R6	Mutual Fund	**	146,196
	JPMorgan SmartRet 2060 Fnd R6	Mutual Fund	**	160,687
	AmBcn Small Cap Value Fund Ins	Mutual Fund	**	76,441
	JPMorgan SmartRet Inc Fnd R6	Mutual Fund	**	55,756
	Vangrd Mid-Cap Index Fund Adm	Mutual Fund	**	53,036
	Oppenhr Developing Mkts Fund I	Mutual Fund	**	73,437
	JPMorgan SmartRet 2020 Fnd R6	Mutual Fund	**	56,406
	American Funds Nw Prspctv R6	Mutual Fund	**	13,850
*	Voya Money Market Fund A (Forfeiture Account)	Mutual Fund	**	19,815
*	Notes Receivable from Participants	Variable Maturity, Interest Rates from 4.25% to 9.50%	-	51,167
	Total			\$ 9,891,665

* Represents a party-in-interest.

** Cost information not required, participant-directed investment.