

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">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).</p> <p>▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; font-weight: bold;">2024</p> <hr/> <p style="font-weight: bold;">This Form is Open to Public Inspection</p>
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Part I Annual Report Identification Information
 For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

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

<p>1a Name of plan <u>BASIL FAMILY DEALERSHIPS 401K PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>001</u></p>
<p>2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>BASIL MANAGEMENT GROUP LLC</u></p> <p><u>3475 SOUTHWESTERN BLVD.</u> <u>ORCHARD PARK, NY 14221</u></p>	<p>1c Effective date of plan <u>01/01/1992</u></p> <p>2b Employer Identification Number (EIN) <u>87-2453765</u></p> <p>2c Plan Sponsor's telephone number <u>716-288-9580</u></p> <p>2d Business code (see instructions) <u>441110</u></p>

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.	10/08/2025	SHANNON SHICK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/08/2025	SHANNON SHICK
	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 <input checked="" type="checkbox"/> 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 JOE BASIL CHEVROLET c Plan Name JOE BASIL CHEVROLET INC. 401(K) PLAN	4b EIN 16-1068991	
	4d PN 333	
5 Total number of participants at the beginning of the plan year	5	190
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)	143
	6a(2)	532
	6b	98
	6c	0
	6d	630
	6e	1
	6f	631
	6g(1)	157
	6g(2)	482
6h	21	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2A 2E 2G 2J 2K 3D 3H

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input checked="" type="checkbox"/> Insurance	(1) <input checked="" type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

a Pension Schedules		b General Schedules	
(1) <input checked="" type="checkbox"/> R (Retirement Plan Information)		(1) <input checked="" type="checkbox"/> H (Financial Information)	
(2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) <input type="checkbox"/> I (Financial Information – Small Plan)	
(3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(3) <input checked="" type="checkbox"/> A (Insurance Information) – Number Attached <u>2</u>	
(4) <input type="checkbox"/> DCG (Individual Plan Information) – Number Attached _____		(4) <input checked="" type="checkbox"/> C (Service Provider Information)	
(5) <input type="checkbox"/> MEP (Multiple-Employer Retirement Plan Information)		(5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information)	
		(6) <input type="checkbox"/> 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 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 _____

<p style="text-align: center;">SCHEDULE A (Form 5500)</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: x-small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Insurance Information</p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ File as an attachment to Form 5500.</p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p>	<p>OMB No. 1210-0110</p> <hr/> <p style="font-size: large;">2024</p> <hr/> <p>This Form is Open to Public Inspection</p>
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

<p>A Name of plan BASIL FAMILY DEALERSHIPS 401K PLAN</p>	<p>B Three-digit plan number (PN) ▶ 001</p>	
<p>C Plan sponsor's name as shown on line 2a of Form 5500 BASIL MANAGEMENT GROUP LLC</p>	<p>D Employer Identification Number (EIN) 87-2453765</p>	

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.

1 Coverage Information:

(a) Name of insurance carrier
EMPOWER ANNUITY INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	781546-01	132	01/01/2024	12/31/2024

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 0	(b) Total amount of fees paid 0
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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	

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(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	
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	10224247

6 Contracts With Allocated Funds:

- a** State the basis of premium rates ▶

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

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

- f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

b Balance at the end of the previous year			7b	
c Additions: (1) Contributions deposited during the year	7c(1)			
	7c(2)			
	7c(3)			
	7c(4)			
	7c(5)			
	(6) Total additions			
d Total of balance and additions (add lines 7b and 7c(6))			7d	
e Deductions:				
	7e(1)			
	7e(2)			
	7e(3)			
	7e(4)			
(5) Total deductions			7e(5)	
f Balance at the end of the current year (subtract line 7e(5) from line 7d).....			7f	

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 <input type="checkbox"/> paid in cash, or <input type="checkbox"/> 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. ▶

(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	

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(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	0
5	Current value of plan's interest under this contract in separate accounts at year end.....	0
6	Contracts With Allocated Funds:	
a	State the basis of premium rates ▶	
b	Premiums paid to carrier	8224
c	Premiums due but unpaid at the end of the year	0
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	
e	Type of contract: (1) <input checked="" type="checkbox"/> individual policies (2) <input type="checkbox"/> group deferred annuity (3) <input type="checkbox"/> other (specify) ▶	
f	If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ <input type="checkbox"/>	
7	Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)	
a	Type of contract: (1) <input type="checkbox"/> deposit administration (2) <input type="checkbox"/> immediate participation guarantee (3) <input type="checkbox"/> guaranteed investment (4) <input type="checkbox"/> other ▶	
b	Balance at the end of the previous year	0
c	Additions: (1) Contributions deposited during the year	0
	(2) Dividends and credits.....	
	(3) Interest credited during the year.....	0
	(4) Transferred from separate account	0
	(5) Other (specify below)..... ▶	0
	(6) Total additions	0
d	Total of balance and additions (add lines 7b and 7c(6))	0
e	Deductions:	
	(1) Disbursed from fund to pay benefits or purchase annuities during year	0
	(2) Administration charge made by carrier.....	0
	(3) Transferred to separate account	0
	(4) Other (specify below)..... ▶	
(5) Total deductions	0	
f	Balance at the end of the current year (subtract line 7e(5) from line 7d).....	0

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 <input type="checkbox"/> paid in cash, or <input type="checkbox"/> 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	0
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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning **01/01/2024** and ending **12/31/2024**

A Name of plan BASIL FAMILY DEALERSHIPS 401K PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BASIL MANAGEMENT GROUP LLC	D Employer Identification Number (EIN) 87-2453765	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

ACTUARIAL CONSULTING SERVICE INC

30 BRYANT WOODS NORTH
AMHERST, NY 14228

(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?
13	CONTRACT ADMIN	2620	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	3286	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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

EMPOWER LIFE & ANNUITY INSURANCE

8515 EAST ORCHARD ROAD
GREENWOOD VILLAGE, CO 80111

84-0467907

(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	RECORDKEEPER	87739	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

LAWLEY RETIREMENT ADVISORS LLC

361 DELAWARE AVE
BUFFALO, NY 14202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	34740	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

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)

PPS PENSION & FINANCIAL SERVICES

8660 SHERIDAN DR
WILLIAMSVILLE, NY 14221

(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?
13	CONTRACT ADMIN	2385	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	11179	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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
ACTUARIAL CONSULTING SERVICES INC	13	3286
(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.	
EMPOWER LIFE & ANNUITY INSURANCE CO 8515 EAST ORCHARD ROAD GREEDNWOOD VILLAGE, CO 80111	TPA ALLOWANCE PAYMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PPS PENSION & FINANCIAL SERVICES	13	11179
(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.	
EMPOWER LIFE & ANNUITY INSURANCE CO 8515 EAST ORCHARD RD GREENWOOD VILLAGE, CO 80111	TPA ALLOWANCE PAYMENT	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>BASIL FAMILY DEALERSHIPS 401K PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>BASIL MANAGEMENT GROUP LLC</u>	D Employer Identification Number (EIN) <u>87-2453765</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE NEW HORIZONS I</u>		
b Name of sponsor of entity listed in (a): <u>T. ROWE PRICE</u>		
c EIN-PN <u>90-0779283-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1846173</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MASSMUTUAL EQUITY OPPORTS I</u>		
b Name of sponsor of entity listed in (a): <u>MASSMUTUAL</u>		
c EIN-PN <u>90-0342299-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1017833</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP GROWTH / JPMORGAN</u>		
b Name of sponsor of entity listed in (a): <u>EMPOWER ANNUITY INSURANCE COMPANY</u>		
c EIN-PN <u>06-1050034-141</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LRG CAP GRWTH/JPMORGAN INVST MGMT</u>		
b Name of sponsor of entity listed in (a): <u>EMPOWER ANNUITY INSURANCE COMPANY</u>		
c EIN-PN <u>06-1050034-141</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>10224247</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity code

e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan BASIL FAMILY DEALERSHIPS 401K PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BASIL MANAGEMENT GROUP LLC	D Employer Identification Number (EIN) 87-2453765

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

		(a) Beginning of Year	(b) End of Year
Assets			
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	40088
(2) Participant contributions	1b(2)	3251	0
(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)	190669	874879
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	4070202	13088253
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)	0	
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9895758	29732820
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	2482723	7003196
(15) Other	1c(15)	276618	511637

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	16919221	51250873
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	16919221	51250873

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)	361840	
(B) Participants.....	2a(1)(B)	1173497	
(C) Others (including rollovers).....	2a(1)(C)	9521	
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1544858
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	86661	
(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)	24723	
(F) Other.....	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		111384
(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)	1229300	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1229300
(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)	492263
(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)	625683
c Other income	2c	23385
d Total income. Add all income amounts in column (b) and enter total.....	2d	4026873

Expenses

e Benefit payment and payments to provide benefits:		
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1218708
(2) To insurance carriers for the provision of benefits	2e(2)	
(3) Other.....	2e(3)	0
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)	1218708
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)	
(3) Recordkeeping fees	2i(3)	87454
(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)	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)	87454
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j	1306162

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k	2720711
l Transfers of assets:		
(1) To this plan.....	2l(1)	31610941
(2) From this plan	2l(2)	0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **TRONCONI SEGARRA & ASSOCIATES LLP**

(2) EIN: **04-3728817**

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.)	X		108282
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.)		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
e Was this plan covered by a fidelity bond?	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
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.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2024 This Form is Open to Public Inspection.
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For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>BASIL FAMILY DEALERSHIPS 401K PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BASIL MANAGEMENT GROUP LLC</u>	D Employer Identification Number (EIN) <u>87-2453765</u>	

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....

1	
---	--

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 84-0467907

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....

3	
---	--

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? Yes No N/A
If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	
b Enter the amount contributed by the employer to the plan for this plan year	6b	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c	

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline?..... Yes No N/A

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? Yes No N/A

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

Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? Yes No

11 a Does the ESOP hold any preferred stock? Yes No

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) Yes No

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? Yes No

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: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14b	
c The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? Yes No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:
 Yes.
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
 No. Other. Provide explanation: _____

Part VII IRS Compliance Questions

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

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702990A.

**Basil Family Dealerships
401(k) Plan**

**Financial Statements and
Supplementary Schedules**

December 31, 2024

Basil Family Dealerships 401(k) Plan
Financial Statements

Table of Contents

	<u>Page</u>
Independent Auditors' Report	
Financial Statements	
Statement of Net Assets Available for Benefits	1
Statement of Changes in Net Assets Available for Benefits	2
Notes to Financial Statements	3-9
Supplementary Schedules	
Schedule of Assets (Held at End of Year)	10
Schedule of Delinquent Participant Contributions	11

Independent Auditors' Report

To the Plan Sponsor and Participants of the
Basil Family Dealerships 401(k) Plan
Orchard Park, New York

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

We have performed an audit of the accompanying financial statements of the Basil Family Dealerships 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2024, 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 audit and on the procedures performed as described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section –

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

- The information in the financial statements referred to above 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 audit in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the *Auditors’ Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our 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 these financial statements in accordance with U.S. GAAP, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan’s ability to continue as a going concern 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.

Auditors’ 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 auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Our audit 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 U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2024 and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2024, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental 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 supplemental schedules, we evaluated whether the supplemental 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 DOL’s Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion –

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

Tronconi Segana & Associates LLP

Williamsville, New York
October 3, 2025

Basil Family Dealerships 401(k) Plan
Statement of Net Assets Available for Benefits
December 31, 2024

Assets

Investments

Investments, at fair value	
Mutual funds	\$ 29,732,820
Pooled separate accounts	13,088,253
Cash surrender value of life insurance contracts	<u>511,637</u>
	43,332,710
Investments, at contract value	<u>7,003,196</u>
Total investments	50,335,906

Receivables

Employer contributions	40,088
Notes receivable from participants	<u>874,879</u>
Total receivables	<u>914,967</u>
Total assets	<u>\$ 51,250,873</u>

Net Assets Available for Benefits \$ 51,250,873

See independent auditors' report and notes to financial statements.

Basil Family Dealerships 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
for the year ended December 31, 2024

Additions to Net Assets Attributed to:

Contributions		
Employer	\$	361,840
Participant		1,173,497
Rollover		9,521
		1,544,858
Total contributions		1,544,858
Investment income		
Interest and dividends		1,340,684
Net appreciation in fair value of investments		1,117,946
		2,458,630
Total investment income		2,458,630
Increase in cash surrender value of life insurance contracts		23,385
		4,026,873
Total additions		4,026,873

Deductions from Net Assets Attributed to:

Benefits paid to participants		1,218,708
Administrative expenses		87,454
		1,306,162
Total deductions		1,306,162
Net increase		2,720,711

Transfers in to the Plan 31,610,941

Net Assets Available for Benefits

Beginning of year		16,919,221
		16,919,221
End of year	\$	51,250,873
		51,250,873

See independent auditors' report and notes to financial statements.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Basil Family Dealerships 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General – The Plan is a defined contribution plan sponsored by Basil Management Group LLC (the “Plan Sponsor” or “Plan Administrator”). Employees of participating employers of the Plan must be at least 21 years of age and complete one year of service with a minimum of 1,000 hours in order to become a participant in the Plan and begin making elective deferrals and receiving employer contributions.

The Plan was established effective January 1, 2024, through an amendment and restatement of the Joe Basil Chevrolet 401(k) Plan, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). In addition to the Joe Basil Chevrolet 401(k) Plan, 8 other previously existing defined contributions plans of companies related to the Plan Sponsor merged into the Plan based on an amendment to the Plan that was effective on November 22, 2024. See Note 6 for additional information.

Contributions – Participants may elect to contribute between 1% and 100% of their annual compensation as a pre-tax or Roth contribution, limited by the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollovers).

The participating employer makes a matching contribution equal to 50% of the first 2% and 25% of the next 4% of a participant’s eligible compensation. The Plan also allows the participating employer to make additional discretionary contributions to the Plan. In order to receive employer discretionary contributions, participants must be actively employed by the respective participating employer on the last day of the Plan year. There were no additional discretionary contributions made by the participating employers for the year ended December 31, 2024.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, employer contributions, and the participant’s share of Plan earnings. Participant accounts are decreased by participant distributions and the participant’s share of Plan expenses and losses. The allocation of earnings and losses to participant accounts is based on the value of an individual account in relation to the total assets of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting – Participants are immediately vested in their salary deferral and rollover contributions and actual earnings thereon. Participants vest in employer matching contributions and employer discretionary contributions at the rate of 20% each year of service in which they work at least 1,000 hours and become fully vested after five years. A participant also becomes fully vested upon reaching the normal retirement age of 65, upon becoming permanently disabled, or upon Plan termination.

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants age 59½ and older and for financial hardships, as defined in the Plan document.

Forfeitures – The non-vested account balances of participants who have ceased employment with their participating employer are forfeited upon the distribution of vested balances. The employer may use forfeitures to pay administrative expenses or to reduce amounts otherwise required to be contributed to the Plan or distributed for benefit payments. Forfeitures used to offset benefit payments totaled \$3,070 in 2024.

Notes Receivable from Participants – In accordance with Plan provisions, participants are permitted to borrow a minimum of \$1,000 up to a maximum of 50% of their vested account balance. In addition, the total amount a participant may have outstanding as a loan during any 12-month period may not exceed \$50,000, and the maximum loan balance may be reduced as defined in the Plan document.. The loans are secured by the balance in the participant’s account and bear fixed interest at the prime rate plus 2.0%. Participants may only have one loan outstanding at any time. Loans are repayable over a period of up to five years, or longer if used for the purchase of a primary residence. Notes receivable from participants in the accompanying statement of net assets available for benefits are measured at their unpaid principal balances plus accrued but unpaid interest, if any.

Income Taxes – Effective January 1, 2024, the Plan delegated authority to Actuarial Consulting Services, Inc. ("ACSI") to adopt the ACSI Non-Standardized Defined Contribution Pre-Approved Plan #001. The Plan relies on an opinion letter issued by the Internal Revenue Service dated June 30, 2020 as evidence that the Plan is qualified under Section 401 of the Internal Revenue Code (the "Code"). Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States of America ("U.S. GAAP") require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

jurisdictions; however, there are currently no audits for any tax periods in progress. Management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue participating employer contributions at any time and to terminate employers' participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting in accordance with U.S. GAAP.

Valuation of Investments – The Plan's investments in mutual funds and pooled separate accounts are stated at fair value, as determined by Empower Life & Annuity Insurance Company of New York and Empower Trust Company, LLC (collectively, "Empower" or the "Trustee") as of December 31, 2024. Life insurance contracts are reported at cash surrender value, which approximates fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan's investment in a guaranteed interest account is reported at contract value. Interest is credited on contract balances using a single-interest crediting rate applied to all contributions made regardless of the timing of the contributions. Interest-crediting rates are reviewed on a semi-annual basis for resetting.

The Plan presents in the accompanying statement of changes in net assets available for benefits the net appreciation in the fair value of its investments which includes both realized gains and losses and unrealized appreciation or depreciation in the fair value of investments. Realized gains and losses on disposition of investments are based upon actual costs and selling prices.

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

Benefit Payments – Benefits are recorded when paid.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Party-in-Interest Transactions – Plan investments in pooled separate accounts, the guaranteed interest account, and life insurance contracts are managed by Empower and qualify as party-in-interest transactions. Fees paid to Empower for services amounted to \$87,454 for the year ended December 31, 2024.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan Administrator has evaluated the effects of all subsequent events, for recognition and disclosure, through October 3, 2025, the date the accompanying financial statements were available to be issued.

In July 2025, the Plan Sponsor identified errors with retroactive matching contributions for salary deferrals of participants at certain participating employers. Additional matching contributions of approximately \$26,000 will be credited to the applicable Plan participants’ accounts in 2025.

3. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5(c) of the Department of Labor (“DOL”) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Empower has certified following data included in the accompanying financial statements and supplemental information as complete and accurate as of and for the year ended December 31, 2024, respectively:

Mutual funds, at fair value	\$ 29,732,820
Pooled separate accounts, at fair value	13,088,253
Guaranteed interest account, at contract value	7,003,196
Notes receivable from participants	<u>874,879</u>
	<u>\$ 50,699,148</u>

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)(continued)

During 2024, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), appreciated as follows:

Investment income	
Interest and dividends	\$ 1,340,684
Net appreciation in fair value of investments	<u>1,117,946</u>
	<u>\$ 2,458,630</u>

4. Fair Value Measurements

The framework below provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of the Plan's assets. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described as follows:

- **Level 1** – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- **Level 2** – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.
- **Level 3** – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability. There were no assets held by the Plan as of December 31, 2024 that utilized Level 3 inputs as its primary measure of fair value.

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

Basil Family Dealerships 401(k) Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth, by level within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2024:

Level 1	
Mutual funds	\$ 29,732,820
Level 2	
Pooled separate accounts	13,088,253
Life insurance contracts	<u>511,637</u>
Total Level 2 investments	<u>13,599,890</u>
Total investments in fair value hierarchy	<u>\$ 43,332,710</u>

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

Mutual Funds – Shares of mutual funds are valued at quoted market prices of shares held by the Plan at year-end.

Pooled Separate Accounts – Pooled separate accounts invest in a variety of separate investments and mutual funds, and are valued daily based on the market value of the underlying assets.

Life Insurance Contracts – Life insurance contracts are valued at cash surrender value. There were no life insurance policies surrendered during the year ended December 31, 2024.

5. Investment Contract with Insurance Company

The Plan has a fully benefit-responsive group annuity insurance contract with Empower. Empower maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the accompanying financial statements at contract value at December 31, 2024. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Basil Family Dealerships 401(k) Plan *Notes to Financial Statements (continued)*

5. Investment Contract with Insurance Company (continued)

Certain events limit the Plan's ability to transact at contract value. Such events include the following: (a) removal of a group of participants from Plan coverage as a result of temporary absence, (b) change in position or other occurrence qualifying as a temporary break in service under the Plan, (c) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer, (d) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan Sponsor's business, (e) removal from the Plan of one or more groups or classifications of participants, (f) partial or complete Plan termination, or (g) Plan disqualification.

6. Plan Merger

On November 22, 2024, the Plan Sponsor formally amended the Plan to merge the assets of 8 separate defined contribution plans into the Plan, with an effective merger date of November 22, 2024. All assets from the separate defined contribution plans, totaling \$31,610,941, were transferred to the Plan on November 22, 2024. The 8 separate defined contribution plans that merged with the Plan included:

- C. Basil Ford 401(k) Plan
- Basil Volkswagen 401(k) Plan
- Basil Toyota 401(k) Plan
- Basil Lease Corp 401(k) Plan
- Basil Chevrolet Buick Cadillac Inc. 401(k) Plan
- Robert Basil Inc. 401(k) Plan
- Basil Ford of Niagara Falls 401(k) Plan
- Basil Mitsubishi 401(k) Plan

Supplementary Schedules

Basil Family Dealerships 401(k) Plan
Form 5500 - Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2024
EIN: #87-2453765
Plan: #001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	Empower Life & Annuity Insurance Company of New York Guaranteed Interest Account	Guaranteed Interest Account	\$ 7,003,196
*	MassMutual Life Insurance Company	CSV - Life Insurance Contracts	511,637
*	Pooled Separate Accounts Held by Empower Life & Annuity Insurance Company		
	JPMorgan Investment Mgmt - Large Cap Growth	Separate Account	10,224,247
	T. Rowe Price New Horizons I	Separate Account	1,846,173
	MassMutual Equity Opportunities I	Separate Account	1,017,833
	Mutual Funds		
	American Funds 2045 Target Date Retire R6	Mutual Fund	4,854,288
	American Funds 2055 Target Date Retire R6	Mutual Fund	4,002,245
	Vanguard Large Cap Index - Admiral	Mutual Fund	3,011,694
	American Funds 2025 Target Date Retire R6	Mutual Fund	2,305,291
	American Funds 2035 Target Date Retire R6	Mutual Fund	2,287,162
	American Funds New Perspective R6	Mutual Fund	1,717,538
	PIMCO StocksPLUS Intl (USD-Hedged) Inst	Mutual Fund	1,643,099
	Diamond Hill Large Cap Y	Mutual Fund	1,432,914
	American Funds American Balanced R6	Mutual Fund	1,230,621
	Invesco Small Cap Value R6	Mutual Fund	1,031,165
	American Funds Bonds Fund of America R6	Mutual Fund	855,899
	Lord Abbett Bond Debenture R6	Mutual Fund	851,002
	Allspring Special Mid Cap Value R6	Mutual Fund	732,118
	Vanguard Mid Cap Index Fund - Admiral	Mutual Fund	618,401
	Putnam Small Cap Growth R6	Mutual Fund	602,149
	American Funds 2050 Target Date Retire R6	Mutual Fund	358,549
	Goldman Sachs Growth Strategy R6	Mutual Fund	349,342
	American Funds 2015 Target Date Retire R6	Mutual Fund	273,842
	American Funds 2040 Target Date Retire R6	Mutual Fund	271,867
	Vanguard Small Cap Index - Admiral	Mutual Fund	261,157
	Vanguard FTSE All-World ex-US Index Admiral	Mutual Fund	211,465
	American Funds 2065 Target Date Retire R6	Mutual Fund	209,447
	Vanguard Utilities Index Admiral	Mutual Fund	158,980
	DFA Emerging Markets I	Mutual Fund	153,481
	PIMCO Income Institutional	Mutual Fund	146,890
	Loomis Sayles Global Bond N Fund	Mutual Fund	81,221
	American Funds 2060 Target Date Retire R6	Mutual Fund	66,674
	American Funds 2030 Target Date Retire R6	Mutual Fund	8,148
	Cohen & Steers Real Estate Securities Z	Mutual Fund	4,064
	American Funds 2020 Target Date Retire R6	Mutual Fund	2,107
			<hr/>
*	Participant Loans	5.25% - 10.50%	50,335,906
			874,879
			<hr/>
			\$ 51,210,785

* Party-in-interest

See independent auditors' report.

Basil Family Dealerships 401(k) Plan
Form 5500, Schedule H, Line 4a
Schedule of Delinquent Participant Contributions
for the year ended December 31, 2024

EIN: #87-2453765
Plan: #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/>				
\$108,281.75	\$0	\$108,281.75	\$0	\$0

See independent auditors' report.

**Basil Family Dealerships
401(k) Plan**

**Financial Statements and
Supplementary Schedules**

December 31, 2024

Basil Family Dealerships 401(k) Plan
Financial Statements

Table of Contents

	<u>Page</u>
Independent Auditors' Report	
Financial Statements	
Statement of Net Assets Available for Benefits	1
Statement of Changes in Net Assets Available for Benefits	2
Notes to Financial Statements	3-9
Supplementary Schedules	
Schedule of Assets (Held at End of Year)	10
Schedule of Delinquent Participant Contributions	11

Independent Auditors' Report

To the Plan Sponsor and Participants of the
Basil Family Dealerships 401(k) Plan
Orchard Park, New York

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

We have performed an audit of the accompanying financial statements of the Basil Family Dealerships 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2024, 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 audit and on the procedures performed as described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section –

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

- The information in the financial statements referred to above 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 audit in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the *Auditors’ Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our 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 these financial statements in accordance with U.S. GAAP, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan’s ability to continue as a going concern 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.

Auditors’ 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 auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Our audit 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 U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2024 and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2024, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental 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 supplemental schedules, we evaluated whether the supplemental 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 DOL’s Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion –

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

Tronconi Segana & Associates LLP

Williamsville, New York
October 3, 2025

Basil Family Dealerships 401(k) Plan
Statement of Net Assets Available for Benefits
December 31, 2024

Assets

Investments

Investments, at fair value	
Mutual funds	\$ 29,732,820
Pooled separate accounts	13,088,253
Cash surrender value of life insurance contracts	<u>511,637</u>
	43,332,710
Investments, at contract value	<u>7,003,196</u>
Total investments	50,335,906

Receivables

Employer contributions	40,088
Notes receivable from participants	<u>874,879</u>
Total receivables	<u>914,967</u>
Total assets	<u>\$ 51,250,873</u>

Net Assets Available for Benefits \$ 51,250,873

See independent auditors' report and notes to financial statements.

Basil Family Dealerships 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
for the year ended December 31, 2024

Additions to Net Assets Attributed to:

Contributions		
Employer	\$	361,840
Participant		1,173,497
Rollover		9,521
		1,544,858
Total contributions		1,544,858
Investment income		
Interest and dividends		1,340,684
Net appreciation in fair value of investments		1,117,946
		2,458,630
Total investment income		2,458,630
Increase in cash surrender value of life insurance contracts		23,385
		23,385
Total additions		4,026,873

Deductions from Net Assets Attributed to:

Benefits paid to participants		1,218,708
Administrative expenses		87,454
		1,306,162
Total deductions		1,306,162
Net increase		2,720,711

Transfers in to the Plan 31,610,941

Net Assets Available for Benefits

Beginning of year		16,919,221
		16,919,221
End of year	\$	51,250,873
		51,250,873

See independent auditors' report and notes to financial statements.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Basil Family Dealerships 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General – The Plan is a defined contribution plan sponsored by Basil Management Group LLC (the “Plan Sponsor” or “Plan Administrator”). Employees of participating employers of the Plan must be at least 21 years of age and complete one year of service with a minimum of 1,000 hours in order to become a participant in the Plan and begin making elective deferrals and receiving employer contributions.

The Plan was established effective January 1, 2024, through an amendment and restatement of the Joe Basil Chevrolet 401(k) Plan, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). In addition to the Joe Basil Chevrolet 401(k) Plan, 8 other previously existing defined contributions plans of companies related to the Plan Sponsor merged into the Plan based on an amendment to the Plan that was effective on November 22, 2024. See Note 6 for additional information.

Contributions – Participants may elect to contribute between 1% and 100% of their annual compensation as a pre-tax or Roth contribution, limited by the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollovers).

The participating employer makes a matching contribution equal to 50% of the first 2% and 25% of the next 4% of a participant’s eligible compensation. The Plan also allows the participating employer to make additional discretionary contributions to the Plan. In order to receive employer discretionary contributions, participants must be actively employed by the respective participating employer on the last day of the Plan year. There were no additional discretionary contributions made by the participating employers for the year ended December 31, 2024.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, employer contributions, and the participant’s share of Plan earnings. Participant accounts are decreased by participant distributions and the participant’s share of Plan expenses and losses. The allocation of earnings and losses to participant accounts is based on the value of an individual account in relation to the total assets of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting – Participants are immediately vested in their salary deferral and rollover contributions and actual earnings thereon. Participants vest in employer matching contributions and employer discretionary contributions at the rate of 20% each year of service in which they work at least 1,000 hours and become fully vested after five years. A participant also becomes fully vested upon reaching the normal retirement age of 65, upon becoming permanently disabled, or upon Plan termination.

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants age 59½ and older and for financial hardships, as defined in the Plan document.

Forfeitures – The non-vested account balances of participants who have ceased employment with their participating employer are forfeited upon the distribution of vested balances. The employer may use forfeitures to pay administrative expenses or to reduce amounts otherwise required to be contributed to the Plan or distributed for benefit payments. Forfeitures used to offset benefit payments totaled \$3,070 in 2024.

Notes Receivable from Participants – In accordance with Plan provisions, participants are permitted to borrow a minimum of \$1,000 up to a maximum of 50% of their vested account balance. In addition, the total amount a participant may have outstanding as a loan during any 12-month period may not exceed \$50,000, and the maximum loan balance may be reduced as defined in the Plan document.. The loans are secured by the balance in the participant’s account and bear fixed interest at the prime rate plus 2.0%. Participants may only have one loan outstanding at any time. Loans are repayable over a period of up to five years, or longer if used for the purchase of a primary residence. Notes receivable from participants in the accompanying statement of net assets available for benefits are measured at their unpaid principal balances plus accrued but unpaid interest, if any.

Income Taxes – Effective January 1, 2024, the Plan delegated authority to Actuarial Consulting Services, Inc. ("ACSI") to adopt the ACSI Non-Standardized Defined Contribution Pre-Approved Plan #001. The Plan relies on an opinion letter issued by the Internal Revenue Service dated June 30, 2020 as evidence that the Plan is qualified under Section 401 of the Internal Revenue Code (the "Code"). Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States of America ("U.S. GAAP") require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

jurisdictions; however, there are currently no audits for any tax periods in progress. Management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue participating employer contributions at any time and to terminate employers' participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting in accordance with U.S. GAAP.

Valuation of Investments – The Plan's investments in mutual funds and pooled separate accounts are stated at fair value, as determined by Empower Life & Annuity Insurance Company of New York and Empower Trust Company, LLC (collectively, "Empower" or the "Trustee") as of December 31, 2024. Life insurance contracts are reported at cash surrender value, which approximates fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan's investment in a guaranteed interest account is reported at contract value. Interest is credited on contract balances using a single-interest crediting rate applied to all contributions made regardless of the timing of the contributions. Interest-crediting rates are reviewed on a semi-annual basis for resetting.

The Plan presents in the accompanying statement of changes in net assets available for benefits the net appreciation in the fair value of its investments which includes both realized gains and losses and unrealized appreciation or depreciation in the fair value of investments. Realized gains and losses on disposition of investments are based upon actual costs and selling prices.

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

Benefit Payments – Benefits are recorded when paid.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Party-in-Interest Transactions – Plan investments in pooled separate accounts, the guaranteed interest account, and life insurance contracts are managed by Empower and qualify as party-in-interest transactions. Fees paid to Empower for services amounted to \$87,454 for the year ended December 31, 2024.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan Administrator has evaluated the effects of all subsequent events, for recognition and disclosure, through October 3, 2025, the date the accompanying financial statements were available to be issued.

In July 2025, the Plan Sponsor identified errors with retroactive matching contributions for salary deferrals of participants at certain participating employers. Additional matching contributions of approximately \$26,000 will be credited to the applicable Plan participants’ accounts in 2025.

3. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5(c) of the Department of Labor (“DOL”) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Empower has certified following data included in the accompanying financial statements and supplemental information as complete and accurate as of and for the year ended December 31, 2024, respectively:

Mutual funds, at fair value	\$ 29,732,820
Pooled separate accounts, at fair value	13,088,253
Guaranteed interest account, at contract value	7,003,196
Notes receivable from participants	<u>874,879</u>
	<u>\$ 50,699,148</u>

Basil Family Dealerships 401(k) Plan
Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)(continued)

During 2024, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), appreciated as follows:

Investment income	
Interest and dividends	\$ 1,340,684
Net appreciation in fair value of investments	<u>1,117,946</u>
	<u>\$ 2,458,630</u>

4. Fair Value Measurements

The framework below provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of the Plan's assets. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described as follows:

- **Level 1** – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- **Level 2** – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.
- **Level 3** – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability. There were no assets held by the Plan as of December 31, 2024 that utilized Level 3 inputs as its primary measure of fair value.

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

Basil Family Dealerships 401(k) Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth, by level within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2024:

Level 1	
Mutual funds	\$ 29,732,820
Level 2	
Pooled separate accounts	13,088,253
Life insurance contracts	<u>511,637</u>
Total Level 2 investments	<u>13,599,890</u>
Total investments in fair value hierarchy	<u>\$ 43,332,710</u>

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

Mutual Funds – Shares of mutual funds are valued at quoted market prices of shares held by the Plan at year-end.

Pooled Separate Accounts – Pooled separate accounts invest in a variety of separate investments and mutual funds, and are valued daily based on the market value of the underlying assets.

Life Insurance Contracts – Life insurance contracts are valued at cash surrender value. There were no life insurance policies surrendered during the year ended December 31, 2024.

5. Investment Contract with Insurance Company

The Plan has a fully benefit-responsive group annuity insurance contract with Empower. Empower maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the accompanying financial statements at contract value at December 31, 2024. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Basil Family Dealerships 401(k) Plan *Notes to Financial Statements (continued)*

5. Investment Contract with Insurance Company (continued)

Certain events limit the Plan's ability to transact at contract value. Such events include the following: (a) removal of a group of participants from Plan coverage as a result of temporary absence, (b) change in position or other occurrence qualifying as a temporary break in service under the Plan, (c) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer, (d) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan Sponsor's business, (e) removal from the Plan of one or more groups or classifications of participants, (f) partial or complete Plan termination, or (g) Plan disqualification.

6. Plan Merger

On November 22, 2024, the Plan Sponsor formally amended the Plan to merge the assets of 8 separate defined contribution plans into the Plan, with an effective merger date of November 22, 2024. All assets from the separate defined contribution plans, totaling \$31,610,941, were transferred to the Plan on November 22, 2024. The 8 separate defined contribution plans that merged with the Plan included:

- C. Basil Ford 401(k) Plan
- Basil Volkswagen 401(k) Plan
- Basil Toyota 401(k) Plan
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- Basil Mitsubishi 401(k) Plan

Supplementary Schedules

Basil Family Dealerships 401(k) Plan
Form 5500 - Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2024
EIN: #87-2453765
Plan: #001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	<i>Empower Life & Annuity Insurance Company of New York Guaranteed Interest Account</i>	Guaranteed Interest Account	\$ 7,003,196
*	<i>MassMutual Life Insurance Company</i>	CSV - Life Insurance Contracts	511,637
*	<i>Pooled Separate Accounts Held by Empower Life & Annuity Insurance Company</i>		
	JPMorgan Investment Mgmt - Large Cap Growth	Separate Account	10,224,247
	T. Rowe Price New Horizons I	Separate Account	1,846,173
	MassMutual Equity Opportunities I	Separate Account	1,017,833
	<i>Mutual Funds</i>		
	American Funds 2045 Target Date Retire R6	Mutual Fund	4,854,288
	American Funds 2055 Target Date Retire R6	Mutual Fund	4,002,245
	Vanguard Large Cap Index - Admiral	Mutual Fund	3,011,694
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	American Funds New Perspective R6	Mutual Fund	1,717,538
	PIMCO StocksPLUS Intl (USD-Hedged) Inst	Mutual Fund	1,643,099
	Diamond Hill Large Cap Y	Mutual Fund	1,432,914
	American Funds American Balanced R6	Mutual Fund	1,230,621
	Invesco Small Cap Value R6	Mutual Fund	1,031,165
	American Funds Bonds Fund of America R6	Mutual Fund	855,899
	Lord Abbett Bond Debenture R6	Mutual Fund	851,002
	Allspring Special Mid Cap Value R6	Mutual Fund	732,118
	Vanguard Mid Cap Index Fund - Admiral	Mutual Fund	618,401
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	American Funds 2065 Target Date Retire R6	Mutual Fund	209,447
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	DFA Emerging Markets I	Mutual Fund	153,481
	PIMCO Income Institutional	Mutual Fund	146,890
	Loomis Sayles Global Bond N Fund	Mutual Fund	81,221
	American Funds 2060 Target Date Retire R6	Mutual Fund	66,674
	American Funds 2030 Target Date Retire R6	Mutual Fund	8,148
	Cohen & Steers Real Estate Securities Z	Mutual Fund	4,064
	American Funds 2020 Target Date Retire R6	Mutual Fund	2,107
			<hr/>
*	<i>Participant Loans</i>	5.25% - 10.50%	50,335,906
			874,879
			<hr/>
			\$ 51,210,785

* Party-in-interest

See independent auditors' report.

Basil Family Dealerships 401(k) Plan
Form 5500, Schedule H, Line 4a
Schedule of Delinquent Participant Contributions
for the year ended December 31, 2024

EIN: #87-2453765
Plan: #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/>				
\$108,281.75	\$0	\$108,281.75	\$0	\$0

See independent auditors' report.

**Basil Family Dealerships
401(k) Plan**

**Financial Statements and
Supplementary Schedules**

December 31, 2024

Basil Family Dealerships 401(k) Plan
Financial Statements

Table of Contents

	<u>Page</u>
Independent Auditors' Report	
Financial Statements	
Statement of Net Assets Available for Benefits	1
Statement of Changes in Net Assets Available for Benefits	2
Notes to Financial Statements	3-9
Supplementary Schedules	
Schedule of Assets (Held at End of Year)	10
Schedule of Delinquent Participant Contributions	11

Independent Auditors' Report

To the Plan Sponsor and Participants of the
Basil Family Dealerships 401(k) Plan
Orchard Park, New York

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

We have performed an audit of the accompanying financial statements of the Basil Family Dealerships 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C) ("ERISA Section 103(a)(3)(C) audit"). The financial statements comprise the statement of net assets available for benefits as of December 31, 2024, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

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

Management has obtained a certification from a qualified institution as of and for the year ended December 31, 2024, 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 audit and on the procedures performed as described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section –

- The amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

- The information in the financial statements referred to above 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 audit in accordance with auditing standards generally accepted in the United States of America (“GAAS”). Our responsibilities under those standards are further described in the *Auditors’ Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our 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 these financial statements in accordance with U.S. GAAP, and for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management’s election of the ERISA Section 103(a)(3)(C) audit does not affect management’s responsibility for the financial statements.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan’s ability to continue as a going concern 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.

Auditors’ 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 auditors’ report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material

misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Our audit 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 U.S. GAAP.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with U.S. GAAP.

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2024 and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions for the year ended December 31, 2024, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL’s Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements.

The information included in the supplemental schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental 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 supplemental schedules, we evaluated whether the supplemental 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 DOL’s Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion –

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

Tronconi Segura & Associates LLP

Williamsville, New York
October 3, 2025

Basil Family Dealerships 401(k) Plan
Statement of Net Assets Available for Benefits
December 31, 2024

Assets

Investments

Investments, at fair value	
Mutual funds	\$ 29,732,820
Pooled separate accounts	13,088,253
Cash surrender value of life insurance contracts	<u>511,637</u>
	43,332,710
Investments, at contract value	<u>7,003,196</u>
Total investments	50,335,906

Receivables

Employer contributions	40,088
Notes receivable from participants	<u>874,879</u>
Total receivables	<u>914,967</u>
Total assets	<u><u>\$ 51,250,873</u></u>

Net Assets Available for Benefits \$ 51,250,873

See independent auditors' report and notes to financial statements.

Basil Family Dealerships 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
for the year ended December 31, 2024

Additions to Net Assets Attributed to:

Contributions		
Employer	\$	361,840
Participant		1,173,497
Rollover		9,521
		1,544,858
Total contributions		1,544,858
Investment income		
Interest and dividends		1,340,684
Net appreciation in fair value of investments		1,117,946
		2,458,630
Total investment income		2,458,630
Increase in cash surrender value of life insurance contracts		23,385
		4,026,873
Total additions		4,026,873

Deductions from Net Assets Attributed to:

Benefits paid to participants		1,218,708
Administrative expenses		87,454
		1,306,162
Total deductions		1,306,162
Net increase		2,720,711

Transfers in to the Plan 31,610,941

Net Assets Available for Benefits

Beginning of year		16,919,221
		16,919,221
End of year	\$	51,250,873
		51,250,873

See independent auditors' report and notes to financial statements.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the Basil Family Dealerships 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General – The Plan is a defined contribution plan sponsored by Basil Management Group LLC (the “Plan Sponsor” or “Plan Administrator”). Employees of participating employers of the Plan must be at least 21 years of age and complete one year of service with a minimum of 1,000 hours in order to become a participant in the Plan and begin making elective deferrals and receiving employer contributions.

The Plan was established effective January 1, 2024, through an amendment and restatement of the Joe Basil Chevrolet 401(k) Plan, and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). In addition to the Joe Basil Chevrolet 401(k) Plan, 8 other previously existing defined contributions plans of companies related to the Plan Sponsor merged into the Plan based on an amendment to the Plan that was effective on November 22, 2024. See Note 6 for additional information.

Contributions – Participants may elect to contribute between 1% and 100% of their annual compensation as a pre-tax or Roth contribution, limited by the amount imposed by law. Additionally, participants age 50 or older may elect to make a catch-up contribution limited to the amount imposed by law. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollovers).

The participating employer makes a matching contribution equal to 50% of the first 2% and 25% of the next 4% of a participant’s eligible compensation. The Plan also allows the participating employer to make additional discretionary contributions to the Plan. In order to receive employer discretionary contributions, participants must be actively employed by the respective participating employer on the last day of the Plan year. There were no additional discretionary contributions made by the participating employers for the year ended December 31, 2024.

Participant Accounts – Individual accounts are maintained for each Plan participant. Participant accounts are increased by participant contributions, employer contributions, and the participant’s share of Plan earnings. Participant accounts are decreased by participant distributions and the participant’s share of Plan expenses and losses. The allocation of earnings and losses to participant accounts is based on the value of an individual account in relation to the total assets of the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Vesting – Participants are immediately vested in their salary deferral and rollover contributions and actual earnings thereon. Participants vest in employer matching contributions and employer discretionary contributions at the rate of 20% each year of service in which they work at least 1,000 hours and become fully vested after five years. A participant also becomes fully vested upon reaching the normal retirement age of 65, upon becoming permanently disabled, or upon Plan termination.

Payment of Benefits – Upon termination of service due to retirement, death, disability, or as required by law, a participant may elect to receive a lump-sum distribution in an amount equal to the vested value of their account. The Plan permits in-service distributions for participants age 59½ and older and for financial hardships, as defined in the Plan document.

Forfeitures – The non-vested account balances of participants who have ceased employment with their participating employer are forfeited upon the distribution of vested balances. The employer may use forfeitures to pay administrative expenses or to reduce amounts otherwise required to be contributed to the Plan or distributed for benefit payments. Forfeitures used to offset benefit payments totaled \$3,070 in 2024.

Notes Receivable from Participants – In accordance with Plan provisions, participants are permitted to borrow a minimum of \$1,000 up to a maximum of 50% of their vested account balance. In addition, the total amount a participant may have outstanding as a loan during any 12-month period may not exceed \$50,000, and the maximum loan balance may be reduced as defined in the Plan document.. The loans are secured by the balance in the participant’s account and bear fixed interest at the prime rate plus 2.0%. Participants may only have one loan outstanding at any time. Loans are repayable over a period of up to five years, or longer if used for the purchase of a primary residence. Notes receivable from participants in the accompanying statement of net assets available for benefits are measured at their unpaid principal balances plus accrued but unpaid interest, if any.

Income Taxes – Effective January 1, 2024, the Plan delegated authority to Actuarial Consulting Services, Inc. ("ACSI") to adopt the ACSI Non-Standardized Defined Contribution Pre-Approved Plan #001. The Plan relies on an opinion letter issued by the Internal Revenue Service dated June 30, 2020 as evidence that the Plan is qualified under Section 401 of the Internal Revenue Code (the "Code"). Accordingly, no provision for income taxes has been included in the accompanying financial statements.

Accounting principles generally accepted in the United States of America ("U.S. GAAP") require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

jurisdictions; however, there are currently no audits for any tax periods in progress. Management is not aware of any uncertain tax positions that would cause the Plan to lose its tax status or to otherwise be subject to other taxes or penalties.

Plan Termination – Although it has not expressed any intent to do so, the Plan Sponsor has the right under the Plan agreement to discontinue participating employer contributions at any time and to terminate employers' participation in the Plan, subject to the provisions of ERISA. In the event of partial or complete Plan termination, participants will become fully vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Accounting – The accompanying financial statements are prepared under the accrual method of accounting in accordance with U.S. GAAP.

Valuation of Investments – The Plan's investments in mutual funds and pooled separate accounts are stated at fair value, as determined by Empower Life & Annuity Insurance Company of New York and Empower Trust Company, LLC (collectively, "Empower" or the "Trustee") as of December 31, 2024. Life insurance contracts are reported at cash surrender value, which approximates fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Plan's investment in a guaranteed interest account is reported at contract value. Interest is credited on contract balances using a single-interest crediting rate applied to all contributions made regardless of the timing of the contributions. Interest-crediting rates are reviewed on a semi-annual basis for resetting.

The Plan presents in the accompanying statement of changes in net assets available for benefits the net appreciation in the fair value of its investments which includes both realized gains and losses and unrealized appreciation or depreciation in the fair value of investments. Realized gains and losses on disposition of investments are based upon actual costs and selling prices.

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

Benefit Payments – Benefits are recorded when paid.

Plan Expenses – Certain accounting and administrative expenses of the Plan are paid by the Plan Sponsor. Expenses relating to investment activity are paid by the Plan.

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Party-in-Interest Transactions – Plan investments in pooled separate accounts, the guaranteed interest account, and life insurance contracts are managed by Empower and qualify as party-in-interest transactions. Fees paid to Empower for services amounted to \$87,454 for the year ended December 31, 2024.

Risks and Uncertainties – Investments are exposed to various risks, such as interest rate and market risk. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that changes in risks in the near term would materially affect participants’ account balances and the amount reported in the accompanying financial statements.

Use of Estimates – The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

Subsequent Events – The Plan Administrator has evaluated the effects of all subsequent events, for recognition and disclosure, through October 3, 2025, the date the accompanying financial statements were available to be issued.

In July 2025, the Plan Sponsor identified errors with retroactive matching contributions for salary deferrals of participants at certain participating employers. Additional matching contributions of approximately \$26,000 will be credited to the applicable Plan participants’ accounts in 2025.

3. Information Certified by the Trustee (Unaudited)

The Plan Administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-5(c) of the Department of Labor (“DOL”) Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Empower has certified following data included in the accompanying financial statements and supplemental information as complete and accurate as of and for the year ended December 31, 2024, respectively:

Mutual funds, at fair value	\$ 29,732,820
Pooled separate accounts, at fair value	13,088,253
Guaranteed interest account, at contract value	7,003,196
Notes receivable from participants	<u>874,879</u>
	<u>\$ 50,699,148</u>

Basil Family Dealerships 401(k) Plan

Notes to Financial Statements (continued)

3. Information Certified by the Trustee (Unaudited)(continued)

During 2024, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year), appreciated as follows:

Investment income	
Interest and dividends	\$ 1,340,684
Net appreciation in fair value of investments	<u>1,117,946</u>
	<u>\$ 2,458,630</u>

4. Fair Value Measurements

The framework below provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure the fair value of the Plan's assets. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are described as follows:

- **Level 1** – Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that are accessible at the measurement date.
- **Level 2** – Quoted prices for similar assets or liabilities in active markets or quoted prices for identical or similar assets or liabilities in markets that are not active. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term through corroboration with observable, independent market data. This includes investments valued at quoted prices adjusted for legal or contractual restrictions specific to the security.
- **Level 3** – Pricing inputs are unobservable for the asset or liability. That is, inputs that reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability. There were no assets held by the Plan as of December 31, 2024 that utilized Level 3 inputs as its primary measure of fair value.

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

Basil Family Dealerships 401(k) Plan
Notes to Financial Statements (continued)

4. Fair Value Measurements (continued)

The following table sets forth, by level within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2024:

Level 1	
Mutual funds	\$ 29,732,820
Level 2	
Pooled separate accounts	13,088,253
Life insurance contracts	<u>511,637</u>
Total Level 2 investments	<u>13,599,890</u>
Total investments in fair value hierarchy	<u>\$ 43,332,710</u>

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

Mutual Funds – Shares of mutual funds are valued at quoted market prices of shares held by the Plan at year-end.

Pooled Separate Accounts – Pooled separate accounts invest in a variety of separate investments and mutual funds, and are valued daily based on the market value of the underlying assets.

Life Insurance Contracts – Life insurance contracts are valued at cash surrender value. There were no life insurance policies surrendered during the year ended December 31, 2024.

5. Investment Contract with Insurance Company

The Plan has a fully benefit-responsive group annuity insurance contract with Empower. Empower maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the accompanying financial statements at contract value at December 31, 2024. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

Basil Family Dealerships 401(k) Plan *Notes to Financial Statements (continued)*

5. Investment Contract with Insurance Company (continued)

Certain events limit the Plan's ability to transact at contract value. Such events include the following: (a) removal of a group of participants from Plan coverage as a result of temporary absence, (b) change in position or other occurrence qualifying as a temporary break in service under the Plan, (c) transfer or other change of position resulting in employment by an entity controlling, controlled by, or under other common control with the employer, (d) cessation of an employment relationship resulting from a reorganization, merger, layoff or the sale or discontinuance of all or any part of the Plan Sponsor's business, (e) removal from the Plan of one or more groups or classifications of participants, (f) partial or complete Plan termination, or (g) Plan disqualification.

6. Plan Merger

On November 22, 2024, the Plan Sponsor formally amended the Plan to merge the assets of 8 separate defined contribution plans into the Plan, with an effective merger date of November 22, 2024. All assets from the separate defined contribution plans, totaling \$31,610,941, were transferred to the Plan on November 22, 2024. The 8 separate defined contribution plans that merged with the Plan included:

- C. Basil Ford 401(k) Plan
- Basil Volkswagen 401(k) Plan
- Basil Toyota 401(k) Plan
- Basil Lease Corp 401(k) Plan
- Basil Chevrolet Buick Cadillac Inc. 401(k) Plan
- Robert Basil Inc. 401(k) Plan
- Basil Ford of Niagara Falls 401(k) Plan
- Basil Mitsubishi 401(k) Plan

Supplementary Schedules

Basil Family Dealerships 401(k) Plan
Form 5500 - Schedule H, Line 4i
Schedule of Assets (Held at End of Year)
December 31, 2024
EIN: #87-2453765
Plan: #001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
*	<i>Empower Life & Annuity Insurance Company of New York Guaranteed Interest Account</i>	Guaranteed Interest Account	\$ 7,003,196
*	<i>MassMutual Life Insurance Company</i>	CSV - Life Insurance Contracts	511,637
*	<i>Pooled Separate Accounts Held by Empower Life & Annuity Insurance Company</i>		
	JPMorgan Investment Mgmt - Large Cap Growth	Separate Account	10,224,247
	T. Rowe Price New Horizons I	Separate Account	1,846,173
	MassMutual Equity Opportunities I	Separate Account	1,017,833
	<i>Mutual Funds</i>		
	American Funds 2045 Target Date Retire R6	Mutual Fund	4,854,288
	American Funds 2055 Target Date Retire R6	Mutual Fund	4,002,245
	Vanguard Large Cap Index - Admiral	Mutual Fund	3,011,694
	American Funds 2025 Target Date Retire R6	Mutual Fund	2,305,291
	American Funds 2035 Target Date Retire R6	Mutual Fund	2,287,162
	American Funds New Perspective R6	Mutual Fund	1,717,538
	PIMCO StocksPLUS Intl (USD-Hedged) Inst	Mutual Fund	1,643,099
	Diamond Hill Large Cap Y	Mutual Fund	1,432,914
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	PIMCO Income Institutional	Mutual Fund	146,890
	Loomis Sayles Global Bond N Fund	Mutual Fund	81,221
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	American Funds 2020 Target Date Retire R6	Mutual Fund	2,107
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*	<i>Participant Loans</i>	5.25% - 10.50%	50,335,906
			874,879
			<hr/>
			\$ 51,210,785

* Party-in-interest

See independent auditors' report.

Basil Family Dealerships 401(k) Plan
Form 5500, Schedule H, Line 4a
Schedule of Delinquent Participant Contributions
for the year ended December 31, 2024

EIN: #87-2453765
Plan: #001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: <input checked="" type="checkbox"/>				
\$108,281.75	\$0	\$108,281.75	\$0	\$0

See independent auditors' report.

