

<p>Form 5500</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p>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>OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: 24pt; font-weight: bold;">2024</p> <hr/> <p>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>WHEELER TRUCKING, INC. 401(K) 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>WHEELER TRUCKING, INC.</u></p> <p><u>7439 SHERIDAN ROAD</u> <u>FLUSHING, MI 48433</u></p>	<p>1c Effective date of plan <u>01/01/2015</u></p> <p>2b Employer Identification Number (EIN) <u>38-3534605</u></p> <p>2c Plan Sponsor's telephone number <u>810-638-5900</u></p> <p>2d Business code (see instructions) <u>484120</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.	02/06/2026	TANYA LOCKREY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <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 c Plan Name	4b EIN	
	4d PN	
5 Total number of participants at the beginning of the plan year	5	392
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)	356
	6a(2)	368
	6b	0
	6c	45
	6d	413
	6e	3
	6f	416
	6g(1)	322
	6g(2)	359
h	0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

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

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <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 checked="" 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

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

b General Schedules

- (1) **H** (Financial Information)
- (2) **I** (Financial Information – Small Plan)
- (3) **A** (Insurance Information) – Number Attached 1
- (4) **C** (Service Provider Information)
- (5) **D** (DFE/Participating Plan Information)
- (6) **G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 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>SCHEDULE A (Form 5500)</p> <p>Department of the Treasury Internal Revenue Service</p> <hr/> <p>Department of Labor Employee Benefits Security Administration</p> <hr/> <p>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>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 WHEELER TRUCKING, INC. 401(K) PLAN</p>	<p>B Three-digit plan number (PN) ▶</p>	<p>001</p>
<p>C Plan sponsor's name as shown on line 2a of Form 5500 WHEELER TRUCKING, INC.</p>	<p>D Employer Identification Number (EIN) 38-3534605</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
NATIONWIDE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
31-4156830	66869	GAP-CP-LK8G	0	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	(b) Total amount of fees paid
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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	

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information
 Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	0
5 Current value of plan's interest under this contract in separate accounts at year end.....	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

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

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

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

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

b Balance at the end of the previous year	7b	0
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c Additions: (1) Contributions deposited during the year	7c(1)	0
	7c(2)	0
	7c(3)	0
	7c(4)	
	7c(5)	

(6) Total additions	7c(6)	0
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d Total of balance and additions (add lines 7b and 7c(6))	7d	0
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e Deductions: (1) Disbursed from fund to pay benefits or purchase annuities during year (2) Administration charge made by carrier..... (3) Transferred to separate account	7e(1)	0
	7e(2)	0
	7e(3)	0
	7e(4)	0

(5) Total deductions	7e(5)	0
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f Balance at the end of the current year (subtract line 7e(5) from line 7d).....	7f	0
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Part III Welfare Benefit Contract Information
 If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

a	Premiums: (1) Amount received	9a(1)			
	(2) Increase (decrease) in amount due but unpaid	9a(2)			
	(3) Increase (decrease) in unearned premium reserve	9a(3)			
	(4) Earned ((1) + (2) - (3))		9a(4)		0
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)		0
	(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)		0
	(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. ▶

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 WHEELER TRUCKING, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WHEELER TRUCKING, INC.	D Employer Identification Number (EIN) 38-3534605	

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

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

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

T. ROWE PRICE RPS, INC.

52-1309931

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 28 37 38 49 50 52 57 59 62 63 64 65	NONE	47044	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)

PIMCO FUNDS

33-0629048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

AMERICAN FUNDS

95-1411037

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input 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)

VICTORY FUNDS

13-2700161

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

FIDELITY

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

VANGUARD GROUP

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input 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)

BLACKROCK FUNDS

04-6171663

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

PUTNAM MUTUAL FUNDS

36-4488942

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

TIAA-CREF

13-1624203

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input 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)

JP MORGAN FUNDS

13-2624428

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

FEDERATED FUNDS

25-1111467

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

PRINCIPAL FUNDS

PO BOX 219971
KANSAS CITY, MO 64121

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input 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)

BROWN ADVISORY FUNDS

52-1952888

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

PRUDENTIAL JENNISON

22-3703799

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

ARTISAN PARTNERS

30-0551775

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input 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)

DODGE & COX

94-1441976

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

BANK OF NEW YORK MELLON CORP

13-2614959

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

CALVERT GROUP

52-1233223

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input 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)

STATE STREET BALANCED IDX K

04-2456637

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 59	NONE	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	0	Yes <input checked="" 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"/>

(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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO INTL BOND USD HEDGED INSTL 33-0629048	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN NEW WORLD R6 95-1411037	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM FUNDS AMERICAN HI-INC TR R6 95-1411037	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VICTORY SYCAMORE EST VAL R6 13-2700161	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NUVEEN INTERNATIONAL EQUITY IDX R6 13-1624203	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPMORGAN EQUITY INCOME R6 13-2624428	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY MULTI-ASSET INDEX 04-2647786	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLACKROCK STRATEGIC INC OPPTS K 04-6171663	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY 500 INDEX FUND 04-2647786	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation FEDERATED HERMES INST HGH YLD BD R6 25-1111467	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2 T ROWE PRICE RPS, INC	(b) Service Codes (see instructions) 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	(c) Enter amount of indirect compensation 0
(d) Enter name and EIN (address) of source of indirect compensation PRINCIPAL REAL ESTATE SEC R6 PO BOX 219971 KANSAS CITY, MO 64121	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2 T ROWE PRICE RPS, INC	(b) Service Codes (see instructions) 15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	(c) Enter amount of indirect compensation 0
(d) Enter name and EIN (address) of source of indirect compensation FIDELITY SMALL CAP INDEX FUND 04-2647786	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY US BOND INDEX 04-2647786	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRINCIPAL MID CAP FUND CLASS R6 PO BOX 219971 KANSAS CITY, MO 64121	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN FUNDS INFLATION LINKED R6 95-1411037	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BROWN ADVISORY SUSTAINABLE GROWTH I 52-1952888	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PGIM JENNISON INTERNATIONAL OPPTS R6 22-3703799	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VANGUARD WELLESLEY INCOME ADMIRAL 23-1945930	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM LARGE CAP GROWTH R6 36-4488942	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY INTERNATIONAL BOND INDEX 04-2647786	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VANGUARD BALANCED INDEX ADM 23-1945930	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
ARTISAN INTERNATIONAL VALUE INSTL 30-0551775	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE & COX INCOME X 94-1441976	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BNY MELLON DYNAMIC VALUE FUND Y 13-2614959	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VANGUARD GNMA ADM 23-1945930	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
CALVERT INTERNATIONAL EQUITY R6 52-1233223	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN CENTURY SHORT DURATION R6 95-1411037	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	

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
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
STATE STREET BALANCED IDX K 04-2456637	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
T ROWE PRICE RPS, INC	15 38 59 21 49 62 25 50 63 28 52 64 37 57 65	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FIDELITY TOTAL MARKET INDEX FUND 04-2647786	FEE FOR SHAREHOLDER SERVICING BASED UPON 0.00%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PIMCO FUNDS	28 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO INTL BOND USD HEDGED INSTL 33-0629048	INVESTMENT MANAGEMENT FEE BASED UPON 0.63%	

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
AMERICAN FUNDS	28 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AMERICAN NEW WORLD R6 95-1411037	INVESTMENT MANAGEMENT FEE BASED UPON 0.57%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
AMERICAN FUNDS	28 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
AM FUNDS AMERICAN HI-INC TR R6 95-1411037	INVESTMENT MANAGEMENT FEE BASED UPON 0.32%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
VICTORY FUNDS	28 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
VICTORY SYCAMORE EST VAL R6 13-2700161	INVESTMENT MANAGEMENT FEE BASED UPON 0.54%	

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
TIAA-CREF	28 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NUVEEN INTERNATIONAL EQUITY IDX R6 13-1624203	INVESTMENT MANAGEMENT FEE BASED UPON 0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
JP MORGAN FUNDS	28 59	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPMORGAN EQUITY INCOME R6 13-2624428	INVESTMENT MANAGEMENT FEE BASED UPON 0.45%	
(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 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 WHEELER TRUCKING, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 WHEELER TRUCKING, INC.	D Employer Identification Number (EIN) 38-3534605

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)	19247	470
(2) Participant contributions	1b(2)	35816	2148
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	5267
(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)	0	0
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7249734	8949648
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	44300	0
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities.....	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation.....	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f	7349097	8957533
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	7349097	8957533

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)	870041	
(B) Participants.....	2a(1)(B)	1639013	
(C) Others (including rollovers).....	2a(1)(C)		
(2) Noncash contributions.....	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		2509054
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	6004	
(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)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	177337	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(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)		
(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)		895798
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		3588193

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1932713	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1932713
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)		
(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)	47044	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		47044
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1979757

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1608436
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **YEO & YEO, P.C.**

(2) EIN: **38-2706146**

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	
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		468000
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>WHEELER TRUCKING, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WHEELER TRUCKING, INC.</u>	D Employer Identification Number (EIN) <u>38-3534605</u>	

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
---	---	---

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):
EIN(s): 31-1592130

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
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? Yes No

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

a Name of contributing employer _____

b EIN _____ **c** Dollar amount contributed by employer _____

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <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 Q702763A.

Wheeler Trucking, Inc. and Affiliates

Combined Financial Statements

December 31, 2024



YEO & YEO

**BUSINESS SUCCESS
PARTNERS**

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Independent Accountants' Review Report

Board of Directors
Wheeler Trucking, Inc. and Affiliates
Flushing, Michigan

We have reviewed the accompanying combined financial statements of Wheeler Trucking, Inc. and Affiliates, which comprise the combined balance sheet as of December 31, 2024, and the related combined statement of income, retained earnings and member's capital, and cash flows for the year then ended, and the related notes to the combined financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of combined financial statements that are free from material misstatement whether due to fraud or error.

Accountants' Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the combined financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

We are required to be independent of Wheeler Trucking, Inc. and Affiliates and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements related to our review.

Basis for Qualified Conclusion

As disclosed in Note 1 to the financial statements, accounting principles generally accepted in the United States of America require that fixed assets be depreciated over their estimated useful lives. The Company has computed depreciation on the Wheeler Upfitters, LLC. and Property Entities' fixed assets in accordance with the Modified Accelerated Cost Recovery System required for federal income tax purposes, which does not allocate depreciation expense over the estimated useful lives of the assets. Management has not determined the effect of this departure from accounting principles generally accepted in the United States of America on the combined balance sheet, statement of income, retained earnings and member's capital, and cash flows.

Qualified Conclusion

Based on our review, except for the issue described in the Basis for Qualified Conclusion paragraph, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

Prior Period Adjustment

As discussed in Note 14, opening balances were restated to include REX11063, LLC in the combined financial statements. Our conclusion is not modified with respect to this matter.

Supplementary Information

The accompanying supplementary information, as identified in the table of contents, is presented for the purposes of additional analysis and is not a required part of the basic combined financial statements. 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 combined financial statements. The supplementary information has been subjected to the review procedures applied in our reviews of the basic combined financial statements. Except for the impact on the supplementary information of the matter noted in the preceding Basis for Qualified Conclusion paragraph, we are not aware of any material modifications that should be made to the supplementary information. We have not audited the supplementary information and do not express an opinion on it.

Yeo & Yeo, P.C.

Saginaw, Michigan
July 1, 2025

Wheeler Trucking, Inc. and Affiliates
Combined Balance Sheet
December 31, 2024

Assets	
Current assets	
Cash and cash equivalents	\$ 1,482,162
Accounts receivable - trade, net of allowance for credit losses of \$0	7,096,433
Prepaid expenses	27,730
Restricted assets	
Driver escrow accounts	2,149,039
Notes receivable - lease purchase, current portion	1,197,409
Notes receivable - related party, net of allowance for credit losses of \$0	7,100,715
Total current assets	<u>19,053,488</u>
Other assets	1,850,700
Captive insurance	1,130,283
Notes receivable - lease purchase, net of current portion	6,612,781
Property and equipment, net	55,433,296
Right of use assets - operating lease, net	43,446,203
Intangible assets - net	<u>30,182</u>
Total assets	<u><u>\$ 127,556,933</u></u>

See Accompanying Independent Accountants' Review Report
and Notes to the Combined Financial Statements

Wheeler Trucking, Inc. and Affiliates
Combined Balance Sheet
December 31, 2024

Liabilities, Stockholder's Equity and Member's Capital

Current liabilities	
Checks written in excess of deposits	\$ 2,224,624
Accounts payable	1,180,224
Credit cards	69,114
Accrued taxes	2,313,521
Payroll liabilities	340
Driver escrow accounts	2,149,039
Current portion of long term debt	13,841,301
Current portion of PPP loan	196,605
Operating lease obligation, current portion	1,298,414
Total current liabilities	23,290,150
Long term liabilities	
Notes payable - net of current portion	28,869,732
Operating lease obligation, net of current portion	41,892,092
Deferred tax liability	4,925,141
Total long term liabilities	75,686,965
Total liabilities	98,977,115
Stockholder's equity and member's capital	
Common stock (\$1 par value, 60,000 share authorized, 25,000 issued and outstanding and \$25 par value, 1,000 shares authorized, issued and outstanding)	50,000
Retained earnings and member's capital	28,529,818
Total stockholder's equity and member's capital	28,579,818
Total liabilities, stockholder's equity and member's capital	\$ 127,556,933

See Accompanying Independent Accountants' Review Report
and Notes to the Combined Financial Statements

Wheeler Trucking, Inc. and Affiliates
Combined Statement of Income, Retained Earnings and Member's Capital
For the Year Ended December 31, 2024

Revenues	
Gross trucking revenue	\$ 94,075,154
Rental income	1,445,920
Labor	2,237,644
	97,758,718
	97,758,718
Cost of revenue	71,600,807
	26,157,911
	26,157,911
Expenses	
Operating expenses	9,002,437
Payroll expenses	14,923,832
General and administrative expenses	1,310,011
	25,236,280
	25,236,280
Operating income	921,631
Other income	
Interest income	1,246,852
Gain on sale of asset	26,811,405
Employee retention credit	1,138,992
Miscellaneous income	589,964
	29,787,213
	29,787,213
Income before federal income taxes	30,708,844
Federal income tax expense	(896,749)
	29,812,095
	29,812,095
Retained earnings and member's capital, January 1, 2024 (restated)	38,113,980
Member's contributions	7,067,520
Less: Dividend distributions and draws	(46,463,777)
	28,529,818
Retained earnings and member's capital, December 31, 2024	\$ 28,529,818

See Accompanying Independent Accountants' Review Report
and Notes to the Combined Financial Statements

Wheeler Trucking, Inc. and Affiliates
Combined Statement of Cash Flows
For the Year Ended December 31, 2024

Cash flows from operating activities

Net income	\$	29,812,095
Items not requiring cash		
Depreciation and amortization		9,868,600
Gain on sale of property and equipment		(26,811,405)
Deferred tax (asset) liability		296,141
Bad debt		3,700
Changes in operating assets and liabilities		
Accounts receivable - trade		3,255,237
Prepaid expenses		238,200
Captive insurance		(70,751)
Other assets		(1,800,000)
Operating lease assets and liabilities		(283,063)
Accounts payable		(601,697)
Credit cards		40,619
Accrued taxes		537,095
Payroll liabilities		(58,328)
Driver escrow accounts		207,575
Net cash provided by operating activities		14,634,018

Cash flows from investing activities

Net repayment (issuance of notes receivable) - lease purchase		498,141
Net repayment (issuance of notes receivable) - related party		2,535,853
Purchases of property and equipment		(31,338,270)
Proceeds from sale of property and equipment		54,411,021
Net cash provided by investing activities		26,106,745

See Accompanying Independent Accountants' Review Report
and Notes to the Combined Financial Statements

Wheeler Trucking, Inc. and Affiliates
Combined Statement of Cash Flows
For the Year Ended December 31, 2024

Cash flows from financing activities	
Repayments on line of credit	\$ (3,729,305)
Net repayment (issuance) of notes payable - related party	16,968
Proceeds from issuance of long term debt	24,291,310
Repayments on long term debt	(22,624,941)
Repayment of PPP loan	(6,924)
Dividends paid	(10,677,929)
Member's contributions	7,067,520
Distributions to owner	<u>(35,785,848)</u>
Net cash used by financing activities	<u>(41,449,149)</u>
Net change in cash, cash equivalents, and restricted cash	(708,386)
Cash, cash equivalents, and restricted cash - beginning of year (restated)	<u>2,114,963</u>
Cash, cash equivalents, and restricted cash - end of year	<u>\$ 1,406,577</u>
 Cash, cash equivalents, and restricted cash	
Cash and cash equivalents	\$ 1,482,162
Cash restricted for driver escrow accounts	2,149,039
Checks written in excess of deposits	<u>(2,224,624)</u>
Total cash, cash equivalents, and restricted cash	<u>\$ 1,406,577</u>
 Supplementary disclosures of cash flow information:	
Cash paid during the year for interest	<u>\$ 5,210,234</u>

See Accompanying Independent Accountants' Review Report
and Notes to the Combined Financial Statements

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

Note 1 – Summary of Significant Accounting Policies

Nature of Business and Concentrations of Business and Credit Risk

Wheeler Trucking, Inc. (the "Company") is a corporation that operates in the trucking industry, hauling primarily automobile transportation loads. The Company maintains its headquarters in Michigan with terminal facilities in Ohio, South Carolina, Missouri, California and Maryland. The Company specializes in automobile and transportation load hauling services and serves the entire continental 48 states of the United States as well as parts of Canada.

Wheeler Logistics, Inc. is a corporation that provides logistical services to Wheeler Trucking, Inc. as well as outside customers.

Property entities consist of REX 7439, Inc. which is formed and taxed as a S-Corporation, REX 7450, LLC, which are formed as a limited liability company and taxed as a S-Corporation, and REX11063, LLC, REX11453, LLC, REX 4179, LLC, REX 452, LLC, REX 5600, LLC, REX 5600CA, LLC, REX 5125, LLC, REX 2353, LLC, and REX 9484, LLC, which are formed and taxed as disregarded entities. These company's provide building, land, and equipment rental services to support Wheeler Trucking, Inc. and Wheeler Logistics, Inc.

Great Divide Transport LLC is taxed as a sole member Limited Liability Company. It provides logistical services to Wheeler Trucking, Inc. and Wheeler Logistics, Inc.

Wheeler Upfitters, LLC. is taxed as a sole member Limited Liability Company. It upfits trucks to customer specifications for Wheeler Trucking, Inc.

During the year ended December 31, 2024, the Company's sales and related trade receivables were generated from contracts with a wide variety of customers mainly in the automotive industry. The Company grants credit to its customers in the normal course of business and

continues to grow and expand. On-going evaluations of customers' financial condition are conducted and, generally, no collateral is required.

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, and trade receivables.

The Company maintains its cash balances at financial institutions located primarily in Michigan. Accounts at each institution are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. As of December 31, 2024, the Company has \$2,370,647 in excess of FDIC insurable limits. The Company places its cash with high-credit, quality institutions and has not incurred losses related to cash balances.

Basis of Combination

Under the name of Wheeler Trucking, Inc. and Affiliates the combined financial statements of the Company include Wheeler Logistics, Inc., REX 7439, Inc., REX 7450, LLC, REX11063, LLC, REX11453, LLC, REX 4179, LLC, REX 452, LLC, REX 5600, LLC, REX 5600CA, LLC, REX 5125, LLC, REX 2353, LLC, REX 9484, LLC, Great Divide Transport LLC, and Wheeler Upfitters, Inc. All significant intercompany accounts and transactions have been eliminated in combination.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

Paycheck Protection Program (PPP) Loan

The Company accounts for the PPP loan as a financial liability in accordance with FASB ASC 470, *Debt*. Interest is accrued throughout the life of the loan, even when no payments are currently due.

Employee Retention Credit

The Company accounts for the Employee Retention Credit as a gain contingency in accordance with FASB ASC 450-30, *Gain Contingencies*.

Revenue and Cost Recognition

The Company recognizes revenue when the shipment is delivered to its final destination.

Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Trade Accounts Receivable

The Company extends credit to customers in the ordinary course of business. Trade credit is generally extended on a short-term basis; thus, trade receivables do not bear interest, although a finance charge may be applied to such receivables.

Trade accounts receivable are stated net of an allowance for credit losses. The Company estimates the allowance based on an analysis of specific customers, taking into consideration the age of past due accounts, an assessment of the customer's ability to pay, current conditions, and reasonable and supportable forecasts. Individual receivables are written off as a charge to the allowance for credit losses when, in management's estimation, it is probable that the receivable is worthless.

Restricted Cash

Restricted cash consists of funds held for escrow security deposits and repairs and maintenance.

Captive insurance

Captive insurance is a formal plan whereby, the company, forms their own bona fide insurance company to fund losses. The amount reported at year end consists of the amount paid to an insurance program to hold in escrow.

Notes Receivable – Lease Purchase

The Company offers a lease purchase program for its trucks for employees aspiring to become owner operators. The employee agrees to drive and operate the truck as the solo driver until the balance on the lease is paid in full and they must drive and operate the truck a minimum of 2,000 miles a week, or 8,665 miles a month. In the event the employee does not fulfil the lease in its entirety, the truck is returned to the Company, thus an allowance has not been set up on these receivables.

Notes Receivable – Related Party and Other

Notes receivable are stated at unpaid principal balances, less the allowance for credit losses.

Receivables are considered past due when the balance is not paid according to the terms of the note for related party notes, and when the balance is not paid within 30 days of the terms of the note for commercial receivables.

Interest on both related party and commercial receivables accrue on past due receivables.

The allowance for credit losses is maintained at a level which, in management's judgment, is adequate to absorb credit losses inherent in the portfolio of receivables. The amount of the allowance is based on management's evaluation of the collectability of the portfolio of

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

receivables, including the nature of the portfolio, credit concentrations, trends in historical loss experience, specific impaired receivables, economic conditions and other risks inherent in the portfolio. Allowances for impaired receivables are generally determined based on the present value of estimated cash flows. The allowance is increased by a provision for losses, which is charged to expense, and reduced by charge-offs, net of recoveries. Individual receivables are written off as a charge to the allowance for credit losses when, in management's estimation, it is probable that the receivable is worthless.

Property and Equipment

Property and equipment are stated at cost. For Wheeler Trucking, Inc. and Wheeler Logistics, Inc., depreciation is calculated using the straight-line method over the estimated useful lives of the assets, which range from 3-40 years. Wheeler Upfitters, LLC and the Property Entities have computed depreciation in accordance with the Modified Accelerated Cost Recovery System required for federal income tax purposes, which does not allocate depreciation expense over the estimated useful lives of the assets. The effects of this departure from accounting principles generally accepted in the United States of America on the combined balance sheet, statement of income, retained earnings and member's capital, and cash flows have not been determined.

Depreciation expense was \$9,858,473 for the year ended December 31, 2024. Maintenance costs are expensed when incurred.

Leases

The Company leases land and bays. The determination of whether an arrangement is a lease is made at the lease's inception. Under ASC 842, a contract is (or contains) a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is defined under the standard as having both the right to obtain substantially all of the economic benefits from use of the asset and the right to direct the use of the asset. Management

only reassesses its determination if the terms and conditions of the contract are changed. Finance leases are contracts that have characteristics that make them similar to the purchase of the underlying asset. Operating leases are contracts that allow for the use of the underlying asset but there is no ownership transfer at the end of the lease.

Right of use assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments. Right of use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The Company's lease terms may include options to extend or terminate the lease when it is reasonably certain that option will be exercised. The weighted-average discount rate is based on the discount rate implicit in the lease. The Company has elected the option to use the risk-free rate determined using a period comparable to the lease terms as the discount rate for leases where the implicit rate is not readily determinable. The Company has applied the risk-free rate option to the building and office equipment classes of assets.

Operating lease expense for lease payments is recognized on a straight-line basis over the lease term.

Income Taxes

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of certain assets and liabilities for financial and tax reporting. The deferred taxes represent the future tax return consequences of those differences, which will either be deductible or taxable when the assets or liabilities are recovered or settled.

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

The Company files income tax returns in the U.S. federal jurisdiction, and various state jurisdictions, the statute of limitations is generally three years for federal returns and four years for state returns.

GAAP requires management to evaluate tax positions taken by the Company and recognize a tax liability (or asset) if the Company has taken an uncertain position that more likely than not would not be sustained upon examination by the applicable authorities.

Advertising

Advertising costs, which are included in operating expenses, are expensed as incurred. Advertising and promotional expenses amounted to \$1,100,061 for the year ended December 31, 2024.

Date of Management's Review

The Company has evaluated subsequent events through July 1, 2025, which is the date that the financial statements were available to be issued.

Note 2 – Note Receivable – Lease Purchase

As of December 31, 2024, there were 50 employees utilizing the lease purchase option. Payments ranged from \$632 - \$904 a week at an interest rate ranging from 10.000% - 12.049%. Maturity dates on these lease purchases range from March 2027 – June 2032.

Future lease payments are scheduled as follows:

	2025	\$ 1,197,409
	2026	1,327,398
	2027	1,334,192
	2028	1,414,743
	2029	1,418,085
	Thereafter	1,118,363
	Totals	<u>\$ 7,810,190</u>

Note 3 – Note Receivable – Related Party

Related party financing receivables are all current and consist of the following as of December 31, 2024:

Note receivable from Owosso Speedway, due on demand	\$ 884,343
Note receivable from Hunter's Hoopties, due on demand	138,878
Note receivable from REX7204, a related party, due on demand	6,077,494
	<u>\$ 7,100,715</u>

These notes bear no interest and are not collateralized. There were no interest accrued on unrelated party notes as of December 31, 2024.

The Company pools its loans based on the internal credit risk grading process. Internal credit risk grading process includes a process that evaluates, among other things: (i) the borrower's ability to repay; (ii) the underlying collateral, if any; and (iii) the economic environment and industry in which the borrower operates. The Company determines annually if there is a change in the risk rating.

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

This includes the following risk characteristics:

- 1 internal grade (pass) – Loans not classified in any of the below are rated pass
- 2 internal grade (special mention) – Loans classified special mention have potential weaknesses that deserve management’s close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects.
- 3 internal grade (substandard) – Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any.
- 4 internal grade (doubtful) – Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable.
- 5 internal grade (loss) Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses.

The Company’s loans as of December 31, 2024 within each credit quality indicator are as follows:

Notes receivable - Related party	
1 internal grade	\$ 7,100,715

There were no changes in the allowance for credit losses during the year December 31, 2024.

Note 4 – Property and Equipment

Property and equipment consist of the following as of December 31, 2024:

Land and improvements	\$ 5,175,532
Computer equipment and software	100,130
Electronics	14,400
Furniture and fixtures	938,791
Leasehold improvements	15,254,715
Machinery and equipment	3,423,275
Shop equipment	331,166
Tractors, trailers and vehicles	68,452,032
	93,690,041
Less: accumulated depreciation	38,256,745
Net property and equipment	\$ 55,433,296

Note 5 – Intangible Assets

Amortization expense for the year ended December 31, 2024 was \$25,078 relating to goodwill and loan fees.

Future estimated amortization of intangible assets is as follows:

	2025	\$ 9,552
	2026	9,552
	2027	9,549
	2028	1,529
		\$ 30,182

Note 6 – Line of Credit

The Company maintains a line of credit with The State Bank. The borrowings on this line of credit are secured by specific assets. The financing agreement provides for borrowings up to \$5,000,000 and

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

requires the payment of interest monthly at a rate of the prime rate plus 0.5%. The interest rate was 8.50% as of December 31, 2024. This line of credit matures on January 2028. The balance of this line of credit as of December 31, 2024 was \$0. 80% of receivables less than 90 days are pledged against the line of credit.

The Company does have certain required financial loan covenants to adhere to. The covenant is calculated on combined financial information of Wheeler Trucking, Inc. and Wheeler Logistics, Inc. They are required to have a minimum combined debt service coverage ratio of 1.25 to 1.0 and a minimum tangible net worth of \$7,500,000.

The Company is also required to have their annual statements reviewed by a certified public accountant within 120 days of year end. A waiver has been obtained for the current year as this requirement has not been met.

Note 7 – Long Term Debt

The following summarizes long-term debt as of December 31, 2024:

Note payable for a trailer to CAT Financial, due in monthly installments of \$1,865, including an interest rate of 4.9%, due January 2027, secured by assets.	\$ 44,243
---	-----------

Notes payable for trucks to Diamler Truck Financial, due in monthly installments ranging from \$3,623 - \$76,879, including interest rates ranging from 5.85% - 8.15%. Due dates range from January 2026 - November 2028, secured by assets.	11,995,022
--	------------

Notes payable for tractors to ENGS Commercial Finance, due in monthly installments ranging from \$9,191 - \$21,721, including interest rates ranging from 8.25% - 10.76%. Due dates range from September 2026 - February 2028, secured by assets.	\$ 1,757,200
---	--------------

Note payable for a trailer to Falcon Finance, due in monthly installments of \$1,567, bearing no interest, due October 2026, secured by assets.	34,474
---	--------

Notes payable for trucks, trailers and other vehicles to First Independence Bank, due in monthly installments ranging from \$4,948 - \$19,452, including interest rates ranging from 5.15% - 9.28%. Due dates range from July 2026 - May 2035, secured by assets.	3,450,711
---	-----------

Notes payable for trailers to FNB Equipment Finance, due in monthly installments ranging from \$1,675 - \$3,365, including an interest rates of 5.99%. Due dates range from January 2025 - February 2025, secured by assets.	35,344
--	--------

Notes payable for vehicles to Ford Credit, due in monthly installments ranging from \$650 - \$893, including interest rates ranging from 1.90% - 6.49%. Due dates range from August 2025 - October 2027, secured by assets.	50,351
---	--------

Notes payable for trucks to GM Financial, due in monthly installments ranging from \$914 - \$1,541, including interest rates ranging from 6.24% - 10.69%. Due dates range from November 2025 - August 2028, secured by assets.	251,732
--	---------

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

<p>Note payable for property to Grace Yott Trust, due in monthly installments of \$26,500, including an interest rate of 5.00%, due October 2025, secured by assets.</p>	<p>\$ 254,357</p>	<p>Notes payable for trucks to Old National Bank, due in monthly installments ranging from \$3,268 - \$35,121, including interest rates ranging from 7.68% - 8.79%. Due dates range from November 2026 - January 2028, secured by assets.</p>	<p>\$ 3,113,169</p>
<p>Notes payable for trucks to Horizon, due in monthly installments ranging from \$2,476 - \$16,227, including interest rates ranging from 9.05% - 9.28%. Due dates range from December 2028 - December 2029, secured by assets.</p>	<p>1,539,127</p>	<p>Note payable for trucks to Old Second National Bank, due in monthly installments of \$13,627, including an interest rate of 8.53%, due December 2027, secured by assets.</p>	<p>418,788</p>
<p>Notes payable for trucks and equipment to Huntington Bank, due in monthly installments ranging from \$833 - \$21,767, including interest rates ranging from 4.75% - 7.96%. Due dates range from October 2025 - May 2027, secured by assets.</p>	<p>930,138</p>	<p>Notes payable for trucks to PACCAR, due in monthly installments ranging from \$3,954 - \$31,359, including interest rates ranging from 7.39% - 8.40%. Due dates range from January 2027 - September 2028, secured by assets.</p>	<p>12,349,890</p>
<p>Notes payable for trucks to JX Financial, due in monthly installments ranging from \$2,629 - \$9,654, including interest rates ranging from 4.85% - 6.25%. Due dates range from October 2025 - June 2026, secured by assets.</p>	<p>563,935</p>	<p>Notes payable for trailers to Santander Bank, due in monthly installments ranging from \$1,260 - \$1,296, including interest rates ranging from 4.50% - 5.70%. Due dates range from March 2025 - February 2026, secured by assets.</p>	<p>199,865</p>
<p>Notes payable for trailers to MI Bank, due in monthly installments ranging from \$12,621 - \$17,711, including interest rates of 9.26%. Due dates are November 2029, secured by assets.</p>	<p>1,467,040</p>	<p>Notes payable for trucks and equipment to UniFi Equipment Finance, due in monthly installments ranging from \$1,439 - \$24,875, including interest rates ranging from 4.75% - 9.55%. Due dates range from November 2025 - March 2031, secured by assets.</p>	<p>3,385,468</p>

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

Note payable for trailers to Walt, due in monthly installments of \$14,625, including an interest rate of 9.28%, due October 2029, secured by assets. \$ 662,717

Notes payable for trailers to Wells Fargo, due in monthly installments ranging from \$1,650 - \$6,597, including interest rates ranging from 5.25% - 5.38%. Due dates range from August 2025 - October 2026, secured by assets. \$ 207,462

Total long-term debt	42,711,033
Less current portion	<u>13,841,301</u>
Total long-term portion	<u>\$ 28,869,732</u>

Maturities of long-term debt are as follows:

2025		\$	13,841,301
2026			13,290,482
2027			10,585,923
2028			3,617,952
2029			1,181,196
Thereafter			<u>194,179</u>
Totals			<u>\$ 42,711,033</u>

Note 8 – Paycheck Protection Program Loans

During the prior fiscal years, the Organization received Paycheck Protection Program (PPP) Loans of \$6,522,609 funded by the Federal government through the Small Business Administration. The PPP loan and any accrued interest are forgivable after twenty four weeks as long as the borrower meets certain criteria. The loan proceeds must be used for eligible purposes, including payroll, health insurance, retirement plans, state and local taxes assessed on employee

compensation, mortgage interest, rent, and utilities. The criteria also reduces loan forgiveness for certain reductions in salaries or reductions in FTEs.

Final forgiveness was determined by the SBA in March, September and December, 2022. Accordingly, \$6,283,272 of gain on extinguishment of debt was realized during 2022.

The following summarizes the portion of the PPP Loans not forgiven as of December 31, 2024:

Paycheck Protection Program (PPP) Loans payable to the Federal government plus interest at 1% through April 2025.	\$ 196,605
Less current portion	<u>196,605</u>
Total long-term portion	<u>\$ -</u>

Note 9 – Income Taxes

Income taxes are recognized during the year in which transactions enter the determination of financial statement income. Deferred income taxes are provided for temporary differences between the financial reporting basis and the income tax basis of the Company's assets and liabilities using enacted rates expected to be in effect during the years in which the differences reverse. Cumulative temporary differences giving rise to deferred tax liabilities relate to the use of accelerated depreciation methods used for property and equipment for income tax purposes.

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

The difference between book and tax income is as follows for December 31, 2024:

Pre-tax accounting income	\$ 2,551,291
Temporary differences	
Depreciation	2,594,896
Sec 163j interest	352,938
Permanent differences	
Non-deductible expenses	117,704
Taxable income	<u>\$ 5,616,829</u>

The deferred tax liability results primarily from the depreciation for tax purposes over the amount taken for financial reporting purposes. The deferred tax asset results primarily from net operating loss credit carryforwards. The deferred taxes are shown in the accompanying balance sheet as follows at December 31, 2024:

Deferred tax liability arising from	
Accumulated depreciation for tax purposes	
in excess of accumulated depreciation	
for financial reporting	\$ 6,086,824
Deferred tax assets arising from	
Sec 163j interest	74,117
Tax net operating loss credit carryforwards	<u>1,087,566</u>
Net deferred tax liability	<u>\$ 4,925,141</u>

The components of Federal income tax expense are as follows at December 31, 2024:

Change in deferred tax	\$ 296,141
Federal income tax expense	<u>600,608</u>
Total income tax expense	<u>\$ 896,749</u>

Note 10 – Revenue from Contracts with Customers

Revenue by type for the year ended December 31, 2024 consists of:

Revenue from contracts with customers	\$ 96,404,922
Rental income	1,445,920
Interest income	1,246,852
Gain on sale of assets	26,811,405
Miscellaneous income	1,636,832
Total revenue	<u>\$ 127,545,931</u>

Bad debt expense as a result of credit loss on receivables and contract assets on contracts with customers was \$3,700 for the year ended December 31, 2024.

All revenue from contracts with customers is earned a point in time. The Company generates trucking revenue from automotive manufacturers. The Company will deliver vehicles to automotive dealerships for the automotive manufacturers. The performance obligation is satisfied immediately upon delivering the vehicles to the dealership. The transaction price is based upon the price per vehicle as agreed upon by the auto manufacturer and the Company. There is no variable consideration since refunds are not given and there is no constraint. This revenue is included in the gross trucking revenue on the combined statement of income, retained earnings and member's equity.

The Company also generates revenue from automotive manufactures for processing vehicles. The Company will pick up various vehicles from ports or the automotive plants and will store them at one of the Company's locations until the dealership is ready to take delivery. Prior to storage, the Company will process the vehicle, which includes undercoating, painting, installing various equipment, fixing dents and scratches and other services. Once these services are performed, they are considered ready for delivery to the dealership and they are

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

either stored or delivered to the dealership at that time. Upon completion of the processing services, the performance obligation is met. The transaction price is based upon the service performed and the cost of the parts installed or replaced in the vehicle. There is no variable consideration since refunds are not given and there is no constraint.

There were no contract liabilities for the years ended December 31, 2024 and 2023. Contract assets consist of:

	January 1, 2024	December 31, 2024
Contract assets		
Accounts receivable - trade	<u>\$ 10,355,370</u>	<u>\$ 7,096,433</u>

There were no changes in judgments related to revenue recognition for the year ended December 31, 2024.

Note 11 – Retirement Plan

The Company has a 401 (k) retirement plan covering all employees, whereby the employer will contribute an amount equal to the sum of 100% of the amount of the employee’s elected deferrals that do not exceed 3% of the employee’s compensation, plus 50% of the amount of the employee’s elected deferrals that exceed 3% of the employee’s compensation but do not exceed 5% of the employee’s compensation. Employees automatically vest within the plan. The Company contributed \$832,443 for the year ended December 31, 2024.

Note 12 – Leases

The Company leases land and bays under a long-term non-cancelable operating lease lease agreement. The lease expire 2025. The Company also leases land and building under a long-term non-cancelable operating lease lease agreement. The lease expire

2038. The Company includes in the determination of the right-of-use assets and lease liabilities any renewal options when the options are reasonably certain to be exercised. The operating lease provides for increases in future minimum annual rental payments.

The Company has elected the short-term lease exemption for all leases with a term of 12 months or less for both existing and ongoing operating leases to not recognize the asset and liability for these leases. The Company elected the practical expedient to not separate lease and non-lease components.

Total lease costs are as follows for the years ended December 31, 2024:

Operating lease cost	<u>\$ 501,183</u>
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The following table summarizes the supplemental cash flow information for the years ended December 31, 2024:

Cash paid for amounts included in the measurement of lease liabilities	
Operating cash flows from operating leases	<u>\$ 500,770</u>

The following summarizes the weighted-average remaining lease term and weight-average discount rate:

Weighted-average remaining lease term in years:	
Operating leases	13.90
Weighted-average discount rate:	
Operating leases	4.52%

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

The future minimum lease payments under noncancelable operating leases with terms greater than one year are listed below as of December 31, 2024:

2025	\$ 3,222,947
2026	3,531,028
2027	3,654,614
2028	3,782,526
2029	3,914,914
Thereafter	<u>41,553,625</u>
Total lease payments	59,659,654
Less interest	<u>(16,469,148)</u>
Present value of lease liabilities	<u>\$ 43,190,506</u>

Sale-Leaseback Transaction

In December 2024, the Company sold property located in California to a nonaffiliated third party for a total purchase price of \$51 million. The properties' sales prices were determined based on outside appraisals.

In connection with the sale of this properties, the Company entered into a commercial lease agreement for the property with the purchaser, which commenced on December 6, 2024. The lease provide the Company with use of the property for an initial term of eight years. Base rent payments of the lease is \$283,475 for year one and increase 3.5% annually through the expiration of the lease. The Company has the option to renew the lease for two, three-year terms. The base rent for renewals may be negotiated at the time the renewal option is exercised. Since the building was built specifically for the Company's needs, the renewal terms are included in the lease term. The annual, straight-line lease expense over the term of the lease is approximately \$358,000. In addition, the Company is also responsible for all real estate taxes for the duration of the lease. The weighted average remaining life of the lease is 13.9 years.

The Company recognized a gain in 2024 of \$26.2 million on the sale and leaseback transactions. This is included in the gain on sale of asset withing the combined statement of income, retained earnings and member's equity.

The Company recognized an initial right-to-use asset—operating lease of \$43.5 million, and corresponding lease liability of \$43.5 million. These amounts were determined by calculating the present value of the annual cash lease payments using a discount rate of 4.53%. The discount rate was determined to be the Company's long-term incremental borrowing rate as of December 2024.

Note 13 – Related Parties

Related operating companies are entities which share common ownership with Wheeler Trucking, Inc. and Affiliates and the owner, in which, the owner does or can control or significantly influence management or operating policies. Rex Wheeler shares common ownership with Owosso Speedway Events and Activities, LLC and REX7204, LLC. Neither company's financial activity is reported in the 2024 combined financial statements for Wheeler Trucking, Inc. and Affiliates.

At December 31, 2024, Wheeler Trucking, Inc. was due \$962,981 from REX7204, LLC. The note is unsecured, due on demand, and bear 0% interest rates. Wheeler Trucking, Inc. expects to collect the amounts within one year and are classified as current assets on the balance sheet. The funds were used by the related companies towards land and facility improvements.

At December 31, 2024, Wheeler Trucking, Inc. was due \$138,878 from Hunter's Hoopties, LLC. The note is unsecured, due on demand, and bear 0% interest rates. Wheeler Trucking, Inc. expects to collect the amounts within one year and are classified as current assets on the balance sheet. The funds were used by the related companies towards land and facility improvements.

Wheeler Trucking, Inc. and Affiliates
Notes to the Combined Financial Statements
December 31, 2024

At December 31, 2024, Wheeler Logistics, Inc. was due \$884,343 from Owosso Speedway Events and Activities, LLC and due \$5,114,513 from REX7204, LLC. The notes are unsecured, due on demand, and bear 0% interest rates. Wheeler Logistics, Inc. expects to collect the amounts within one year and are classified as current assets on the balance sheet. The funds were used by the related companies towards land and facility improvements.

Note 14 – Restated Opening Balances

The opening retained earnings and member's capital balance of the Property Entities as of January 1, 2024 has been restated to include REX11063, LLC as requested by the users for the financial statements. The balance sheet as of December 31, 2023 used for cash flow reconciliation include:

Assets

Cash and cash equivalents	\$	20,587
Property and equipment, net		1,436,205

Liabilities, Stockholder's Equity and Member's Capital

Long term debt - net of current portion	\$	1,092,700
Retained earnings and member's capital		364,092

Wheeler Trucking, Inc. and Affiliates
Combined Detail Schedule of Cost of Revenue
For the Year Ended December 31, 2024

Cost of revenue		
Contracted labor	\$ 385,541	0.40%
Damages	561,560	0.58%
Depreciation and amortization	9,535,123	9.85%
Driver compliance	167,941	0.17%
Driver wages	17,055,994	17.61%
Education and safety training	42,347	0.04%
Equipment rental	9,029	0.01%
Fines and penalties	71,280	0.07%
Fuel	6,283,692	6.49%
HUT 2290 and IFTA taxes	240,050	0.25%
Insurance - excess liability	704,312	0.73%
Insurance - truck and trailer	181,961	0.19%
Insurance - workers' compensation	2,146,700	2.22%
License plates and title	292,383	0.30%
Loading costs	40,503	0.04%
Loading and mechanic wages	979,154	1.01%
Owner operator and subhauler labor	26,887,609	27.77%
Permits	42,238	0.04%
Repairs and maintenance	4,351,365	4.49%
Small tools and equipment	278,815	0.29%
Dues and subscriptions	268,076	0.28%
Tolls and scales	927,857	0.96%
Towing	81,310	0.08%
Travel	65,967	0.07%
Total cost of revenue	\$ 71,600,807	73.94%

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combined Detail Schedule of Expenses
For the Year Ended December 31, 2024

Operating Expenses		
Advertising	\$ 1,100,061	1.14%
Bank service charges	48,666	0.05%
Building maintenance	135,582	0.14%
Clothing	80,313	0.08%
Computer and internet	474,922	0.49%
Contracted labor	144,105	0.15%
Depreciation and amortization	333,477	0.34%
Donations	14,313	0.01%
Insurance	182,633	0.19%
Interest	5,210,234	5.38%
Lodging	101,765	0.11%
Licenses and permits	42,352	0.04%
Meals and entertainment	91,526	0.09%
Miscellaneous	19,762	0.02%
Rent	530,136	0.55%
Security	69,243	0.07%
Taxes - state	5,910	0.01%
Taxes - property	328,323	0.34%
Travel	88,767	0.09%
Total operating expenses	\$ 9,002,437	9.30%

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combined Detail Schedule of Expenses
For the Year Ended December 31, 2024

Payroll expenses

Salaries and wages	\$ 11,645,274	12.03%
Taxes - payroll	130,334	0.13%
Employee benefits	2,300,219	2.38%
Retirement plan administration fees	15,562	0.02%
Retirement plan company match	832,443	0.86%
Total payroll expenses	\$ 14,923,832	15.41%

General and Administrative

Bad debt	\$ 3,700	0.00%
Legal and accounting	725,992	0.75%
Office expense	176,127	0.18%
Postage	17,909	0.02%
Telephone	166,813	0.17%
Utilities	219,470	0.23%
Total general and administrative	\$ 1,310,011	1.35%

Wheeler Trucking, Inc. and Affiliates
Combining Balance Sheet
December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Assets							
Current assets							
Cash and cash equivalents	\$ -	\$ 138,702	\$ 87,366	\$ 1,256,094	\$ -	\$ -	\$ 1,482,162
Accounts receivable - trade, net of allowance for credit losses of \$0	8,385,180	6,774,588	351,917	1,591,200	791,645	(10,798,097)	7,096,433
Prepaid expenses	-	-	-	-	27,730	-	27,730
Restricted assets							
Driver escrow accounts	1,881,309	-	-	-	267,730	-	2,149,039
Notes receivable - lease purchase, current portion	1,197,409	-	-	-	-	-	1,197,409
Notes receivable - related party, net of allowance for credit losses of \$0	5,642,334	8,502,174	-	159,100	-	(7,202,893)	7,100,715
Total current assets	17,106,232	15,415,464	439,283	3,006,394	1,087,105	(18,000,990)	19,053,488
Other assets							
Other assets	50,700	-	1,800,000	-	-	-	1,850,700
Captive insurance	1,130,283	-	-	-	-	-	1,130,283
Notes receivable - lease purchase, net of current portion	6,612,781	-	-	-	-	-	6,612,781
Property and equipment, net	47,043,853	21,646	4,741	8,363,056	-	-	55,433,296
Right of use assets - operating lease, net	83,539	-	43,362,664	-	-	-	43,446,203
Intangible assets - net	23,654	6,528	-	-	-	-	30,182
Total assets	\$ 72,051,042	\$ 15,443,638	\$ 45,606,688	\$ 11,369,450	\$ 1,087,105	\$ (18,000,990)	\$ 127,556,933

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combining Balance Sheet
December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Liabilities, Stockholder's Equity and Member's Capital							
Current liabilities							
Checks written in excess of deposits	\$ 2,071,227	\$ -	\$ -	\$ -	\$ 153,397	\$ -	\$ 2,224,624
Accounts payable	892,558	10,785,310	33,077	25,663	241,713	(10,798,097)	1,180,224
Credit cards	69,114	-	-	-	-	-	69,114
Accrued taxes	144,749	2,168,772	-	-	-	-	2,313,521
Payroll liabilities	-	340	-	-	-	-	340
Driver escrow accounts	1,881,309	-	-	-	267,730	-	2,149,039
Note payable - related party	-	1,070,298	1,989,117	3,219,515	940,931	(7,202,893)	16,968
Current portion of long term debt	13,841,301	-	-	-	-	-	13,841,301
Current portion of PPP loan	194,646	1,959	-	-	-	-	196,605
Operating lease obligation, current portion	94,595	-	1,203,819	-	-	-	1,298,414
Total current liabilities	19,189,499	14,026,679	3,226,013	3,245,178	1,603,771	(18,000,990)	23,290,150
Long term liabilities							
Long term debt - net of current portion	28,582,744	-	-	286,988	-	-	28,869,732
Operating lease obligation, net of current portion	-	-	41,892,092	-	-	-	41,892,092
Deferred tax liability	4,921,000	4,141	-	-	-	-	4,925,141
Total long term liabilities	33,503,744	4,141	41,892,092	286,988	-	-	75,686,965
Total liabilities	52,693,243	14,030,820	45,118,105	3,532,166	1,603,771	(18,000,990)	98,977,115
Stockholder's equity and member's capital							
Common stock (\$1 par value, 60,000 share authorized, 25,000 issued and outstanding and \$25 par value, 1,000 shares authorized, issued and outstanding)							
	25,000	25,000	-	-	-	-	50,000
Retained earnings and member's capital							
	19,332,799	1,387,818	488,583	7,837,284	(516,666)	-	28,529,818
Total stockholder's equity and member's capital	19,357,799	1,412,818	488,583	7,837,284	(516,666)	-	28,579,818
Total liabilities, stockholder's equity and member's capital	\$ 72,051,042	\$ 15,443,638	\$ 45,606,688	\$ 11,369,450	\$ 1,087,105	\$ (18,000,990)	\$ 127,556,933

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combining Statement of Income, Retained Earnings and Member's Capital
For the Year Ended December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Revenues							
Gross trucking revenue	\$ 66,700,126	\$ 93,489,840	\$ 70,418	\$ -	\$ 6,805,134	\$ (72,990,364)	\$ 94,075,154
Rental income	5,000	-	1,253,436	4,354,901	187,485	(4,354,902)	1,445,920
Labor	-	-	2,237,644	-	-	-	2,237,644
Total revenue	66,705,126	93,489,840	3,561,498	4,354,901	6,992,619	(77,345,266)	97,758,718
Cost of revenue							
Gross profit	58,905,519	78,624,408	154,858	-	6,906,386	(72,990,364)	71,600,807
Gross profit	7,799,607	14,865,432	3,406,640	4,354,901	86,233	(4,354,902)	26,157,911
Expenses							
Operating expenses	5,788,322	3,817,461	1,022,188	3,185,067	(1,971)	(4,808,630)	9,002,437
Payroll expenses	4,154,038	8,926,021	1,843,773	-	-	-	14,923,832
General and administrative expenses	1,156,446	23,179	54,662	73,163	2,561	-	1,310,011
Total expenses	11,098,806	12,766,661	2,920,623	3,258,230	590	(4,808,630)	25,236,280
Operating income (loss)	(3,299,199)	2,098,771	486,017	1,096,671	85,643	453,728	921,631
Other income							
Interest income	1,618,124	-	-	82,241	215	(453,728)	1,246,852
Gain on sale of asset	514,544	-	-	26,296,861	-	-	26,811,405
Employee retention credit	1,138,992	-	-	-	-	-	1,138,992
Miscellaneous income	478,092	1,967	92,124	17,669	112	-	589,964
Total other income	3,749,752	1,967	92,124	26,396,771	327	(453,728)	29,787,213
Income before federal income taxes	450,553	2,100,738	578,141	27,493,442	85,970	-	30,708,844
Federal income tax (expense) benefit	(436,749)	(460,000)	-	-	-	-	(896,749)
Net income	13,804	1,640,738	578,141	27,493,442	85,970	-	29,812,095
Retained earnings and member's capital, January 1, 2024 (restated)	20,566,113	9,177,891	692,834	8,279,778	(602,636)	-	38,113,980
Member's contributions	-	-	461,000	6,606,520	-	-	7,067,520
Less: Dividend distributions and draws	(1,247,118)	(9,430,811)	(1,243,392)	(34,542,456)	-	-	(46,463,777)
Retained earnings and member's capital, December 31, 2024	\$ 19,332,799	\$ 1,387,818	\$ 488,583	\$ 7,837,284	\$ (516,666)	\$ -	\$ 28,529,818

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combining Statement of Cash Flows
For the Year Ended December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Cash flows from operating activities							
Net income	\$ 13,804	\$ 1,640,738	\$ 578,141	\$ 27,493,442	\$ 85,970	\$ -	\$ 29,812,095
Items not requiring cash							
Depreciation and amortization	9,529,931	2,593	2,599	333,477	-	-	9,868,600
Gain on sale of property and equipment	(514,544)	-	-	(26,296,861)	-	-	(26,811,405)
Deferred tax (asset) liability	292,000	4,141	-	-	-	-	296,141
Bad debt	-	-	-	3,700	-	-	3,700
Changes in operating assets and liabilities							
Accounts receivable - trade	(77,925)	2,495,838	577,314	(1,591,200)	(130,043)	1,981,253	3,255,237
Prepaid expenses	258,628	-	-	-	(20,428)	-	238,200
Captive insurance	(70,751)	-	-	-	-	-	(70,751)
Other assets	-	-	(1,800,000)	-	-	-	(1,800,000)
Operating lease assets and liabilities	(16,310)	-	(266,753)	-	-	-	(283,063)
Accounts payable	(455,760)	1,819,990	31,505	(1,202)	(14,977)	(1,981,253)	(601,697)
Credit cards	40,619	-	-	-	-	-	40,619
Accrued taxes	144,749	392,346	-	-	-	-	537,095
Payroll liabilities	(40,183)	(14,943)	(3,202)	-	-	-	(58,328)
Driver escrow accounts	209,303	-	-	-	(1,728)	-	207,575
Net cash provided (used) by operating activities	<u>9,313,561</u>	<u>6,340,703</u>	<u>(880,396)</u>	<u>(58,644)</u>	<u>(81,206)</u>	<u>-</u>	<u>14,634,018</u>
Cash flows from investing activities							
Net repayment (issuance of notes receivable) - lease purchase	498,141	-	-	-	-	-	498,141
Net repayment (issuance of notes receivable) - related party	5,071,306	354,139	-	1,160,000	-	(4,049,592)	2,535,853
Proceeds from sale of property and equipment	(25,992,034)	-	-	(5,346,236)	-	-	(31,338,270)
Proceeds from sale of equipment	5,140,305	-	-	49,270,716	-	-	54,411,021
Net cash provided (used) by investing activities	<u>(15,282,282)</u>	<u>354,139</u>	<u>-</u>	<u>45,084,480</u>	<u>-</u>	<u>(4,049,592)</u>	<u>26,106,745</u>
Cash flows from financing activities							
Repayments on line of credit	(3,729,305)	-	-	-	-	-	(3,729,305)
Net repayment (issuance) of notes payable - related party	-	790,463	1,682,727	(6,527,576)	21,762	4,049,592	16,968
Proceeds from issuance of long term debt	24,291,310	-	-	-	-	-	24,291,310
Repayments on long term debt	(13,233,306)	-	-	(9,391,635)	-	-	(22,624,941)
Repayment of PPP loan	-	(6,924)	-	-	-	-	(6,924)
Dividends paid	(1,247,118)	(9,430,811)	-	-	-	-	(10,677,929)
Contributions by owner	-	-	461,000	6,606,520	-	-	7,067,520
Distributions to owner	-	-	(1,243,392)	(34,542,456)	-	-	(35,785,848)
Net cash provided (used) by financing activities	<u>6,081,581</u>	<u>(8,647,272)</u>	<u>900,335</u>	<u>(43,855,147)</u>	<u>21,762</u>	<u>4,049,592</u>	<u>(41,449,149)</u>

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combining Statement of Cash Flows
For the Year Ended December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Net change in cash, cash equivalents, and restricted cash	\$ 112,860	\$ (1,952,430)	\$ 19,939	\$ 1,170,689	\$ (59,444)	\$ -	\$ (708,386)
Cash, cash equivalents, and restricted cash - beginning of year (restated)	<u>(302,778)</u>	<u>2,091,132</u>	<u>67,427</u>	<u>85,405</u>	<u>173,777</u>	<u>-</u>	<u>2,114,963</u>
Cash, cash equivalents, and restricted cash - end of year	\$ (189,918)	\$ 138,702	\$ 87,366	\$ 1,256,094	\$ 114,333	\$ -	\$ 1,406,577
Cash, cash equivalents, and restricted cash							
Cash and cash equivalents	\$ -	\$ 138,702	\$ 87,366	\$ 1,256,094	\$ -	\$ -	\$ 1,482,162
Cash restricted for driver escrow accounts	1,881,309	-	-	-	267,730	-	2,149,039
Checks written in excess of deposits	<u>(2,071,227)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(153,397)</u>	<u>-</u>	<u>(2,224,624)</u>
Total cash, cash equivalents, and restricted cash	\$ (189,918)	\$ 138,702	\$ 87,366	\$ 1,256,094	\$ 114,333	\$ -	\$ 1,406,577
Supplementary disclosures of cash flow information:							
Cash paid during the year for interest	<u>\$ 3,448,399</u>	<u>\$ (938)</u>	<u>\$ -</u>	<u>\$ 2,216,501</u>	<u>\$ -</u>	<u>\$ (453,728)</u>	<u>\$ 5,210,234</u>

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Wheeler Trucking, Inc. and Affiliates
Combining Detail Schedule of Cost of Revenue
For the Year Ended December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Cost of revenue							
Contracted labor	\$ -	\$ 385,541	\$ -	-	\$ -	\$ -	\$ 385,541
Damages	544,515	-	17,045	-	-	-	561,560
Depreciation and amortization	9,529,931	2,593	2,599	-	-	-	9,535,123
Driver compliance	164,156	-	-	-	3,785	-	167,941
Driver wages	17,055,994	-	-	-	-	-	17,055,994
Education and safety training	4,700	-	-	-	37,647	-	42,347
Equipment rental	9,029	-	-	-	-	-	9,029
Fax	-	-	-	-	-	-	-
Fines and penalties	1,745	69,535	-	-	-	-	71,280
Fuel	6,151,481	-	131,965	-	246	-	6,283,692
HUT 2290 and IFTA taxes	221,095	-	-	-	18,955	-	240,050
Insurance - excess liability	704,312	-	-	-	-	-	704,312
Insurance - truck and trailer	178,854	-	-	-	3,107	-	181,961
Insurance - office	-	-	-	-	-	-	-
Insurance - workers' compensation	2,146,700	-	-	-	-	-	2,146,700
License plates and title	292,383	-	-	-	-	-	292,383
Loading costs	35,353	-	-	-	5,150	-	40,503
Loading and mechanic wages	-	979,154	-	-	-	-	979,154
Owner operator and subhauler labor	15,955,248	77,187,585	-	-	6,735,140	(72,990,364)	26,887,609
Permits	42,238	-	-	-	-	-	42,238
Repairs and maintenance	4,351,365	-	-	-	-	-	4,351,365
Small tools and equipment	275,566	-	3,249	-	-	-	278,815
Storage fees	-	-	-	-	-	-	-
Dues and subscriptions	268,076	-	-	-	-	-	268,076
Tolls and scales	825,501	-	-	-	102,356	-	927,857
Towing	81,310	-	-	-	-	-	81,310
Travel	65,967	-	-	-	-	-	65,967
Total cost of revenue	\$ 58,905,519	\$ 78,624,408	\$ 154,858	\$ -	\$ 6,906,386	\$ (72,990,364)	\$ 71,600,807

See Accompanying Independent Accountants' Review Report

Wheeler Trucking, Inc. and Affiliates
Combining Detail Schedule of Expenses
For the Year Ended December 31, 2024

	Wheeler Trucking, Inc.	Wheeler Logistics, Inc.	Wheeler Upfitters, Inc.	Property Entities	Great Divide Transport LLC	Eliminating Entries	Combined Amounts
Operating Expenses							
Advertising	\$ 351,061	\$ 749,000	\$ -	\$ -	\$ -	\$ -	\$ 1,100,061
Bank service charges	44,332	75	57	4,193	9	-	48,666
Building maintenance	228,822	-	39,910	1,090	-	(134,240)	135,582
Clothing	80,313	-	-	-	-	-	80,313
Computer and internet	474,922	-	-	-	-	-	474,922
Contracted labor	-	-	-	144,105	-	-	144,105
Depreciation and amortization	-	-	-	333,477	-	-	333,477
Donations	14,313	-	-	-	-	-	14,313
Insurance	147,152	-	24,406	11,075	-	-	182,633
Interest	3,448,399	(938)	-	2,216,501	-	(453,728)	5,210,234
Lodging	101,765	-	-	-	-	-	101,765
Licenses and permits	30,480	25	13,777	50	(1,980)	-	42,352
Meals and entertainment	91,497	-	29	-	-	-	91,526
Miscellaneous	19,762	-	-	-	-	-	19,762
Rent	505,647	3,060,000	947,398	237,753	-	(4,220,662)	530,136
Security	67,263	-	-	1,980	-	-	69,243
Taxes - state	-	9,299	(3,389)	-	-	-	5,910
Taxes - property	93,480	-	-	234,843	-	-	328,323
Travel	88,767	-	-	-	-	-	88,767
Total operating expenses	\$ 5,788,322	\$ 3,817,461	\$ 1,022,188	\$ 3,185,067	\$ (1,971)	\$ (4,808,630)	\$ 9,002,437
Payroll expenses							
Salaries and wages	\$ 1,352,971	\$ 8,672,996	\$ 1,619,307	\$ -	\$ -	\$ -	\$ 11,645,274
Taxes - payroll	-	-	130,334	-	-	-	130,334
Employee benefits	2,257,767	-	42,452	-	-	-	2,300,219
Retirement plan administration fees	15,562	-	-	-	-	-	15,562
Retirement plan company match	527,738	253,025	51,680	-	-	-	832,443
Total payroll expenses	\$ 4,154,038	\$ 8,926,021	\$ 1,843,773	\$ -	\$ -	\$ -	\$ 14,923,832
General and Administrative							
Bad debt	\$ -	\$ -	\$ -	\$ 3,700	\$ -	\$ -	\$ 3,700
Legal and accounting	686,167	6,285	525	30,740	2,275	-	725,992
Office expense	167,116	-	8,725	-	286	-	176,127
Postage	17,909	-	-	-	-	-	17,909
Telephone	149,919	16,894	-	-	-	-	166,813
Utilities	135,335	-	45,412	38,723	-	-	219,470
Total general and administrative	\$ 1,156,446	\$ 23,179	\$ 54,662	\$ 73,163	\$ 2,561	\$ -	\$ 1,310,011

See Accompanying Independent Accountants' Review Report

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

► WHEELER TRUCKING, INC. 401(K) PLAN

Employer Identification Number: ►

38-3534605

For plan year (beginning/ending): ►

01/01/2024 - 12/31/2024

Plan number: ► 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	(d) Cost	(e) Current value
	PIMCO INTERNATIONAL BOND (USD-HDG) INSTL	MUTUAL FUND		210,676.00
	AMERICAN FUNDS NEW WORLD R6	MUTUAL FUND		730,459.00
*	T. ROWE PRICE STABLE VALUE N	MUTUAL FUND		3,935.00
	VICTORY SYCAMORE ESTABLISHED VALUE R6	MUTUAL FUND		559,959.00
	FIDELITY 500 INDEX	MUTUAL FUND		158,978.00
	FEDERATED HERMES INST HIGH YIELD BOND R6	MUTUAL FUND		2,219.00
	FIDELITY SMALL CAP INDEX	MUTUAL FUND		536,426.00
	AMERICAN FUNDS INFLATION LINKED BD R6	MUTUAL FUND		22,473.00
	FIDELITY TOTAL MARKET INDEX	MUTUAL FUND		99,675.00
	BROWN ADVISORY SUSTAINABLE GROWTH I	MUTUAL FUND		103,675.00
	VANGUARD WELLESLEY INCOME ADMIRAL	MUTUAL FUND		429
	PUTNAM GROWTH OPPORTUNITIES R6	MUTUAL FUND		1,649,264.00
	DODGE & COX INCOME X	MUTUAL FUND		110,954.00
	BNY MELLON DYNAMIC VALUE FUND Y	MUTUAL FUND		185,171.00
	STATE STREET BALANCED INDEX K	MUTUAL FUND		154,157.00
*	T. ROWE PRICE RETIREMENT BLEND 2015 TR H	MUTUAL FUND		607
*	T. ROWE PRICE RETIREMENT BLEND 2020 TR H	MUTUAL FUND		68,772.00
*	T. ROWE PRICE RETIREMENT BLEND 2025 TR H	MUTUAL FUND		316,310.00
*	T. ROWE PRICE RETIREMENT BLEND 2030 TR H	MUTUAL FUND		575,824.00
*	T. ROWE PRICE RETIREMENT BLEND 2035 TR H	MUTUAL FUND		662,151.00
*	T. ROWE PRICE RETIREMENT BLEND 2040 TR H	MUTUAL FUND		423,204.00
*	T. ROWE PRICE RETIREMENT BLEND 2045 TR H	MUTUAL FUND		424,820.00
*	T. ROWE PRICE RETIREMENT BLEND 2050 TR H	MUTUAL FUND		508,541.00
*	T. ROWE PRICE RETIREMENT BLEND 2055 TR H	MUTUAL FUND		778,396.00
*	T. ROWE PRICE RETIREMENT BLEND 2060 TR H	MUTUAL FUND		283,164.00
*	T. ROWE PRICE RETIREMENT BLEND 2065 TR H	MUTUAL FUND		379,410.00
*	T. ROWE PRICE GOVERNMENT MONEY I	INTEREST BEARING CASH		5,266.00