Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2025

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

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.)
- [X] 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:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ [ ]

Part II Basic Plan Information—enter all requested information

1a Name of plan
WHATEVER IT TAKES TRANSMISSION & PARTS, INC ESOP

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/2004

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)
WHATEVER IT TAKES TRANSMISSION & PARTS, INC

300 HWY 44 EAST
SHEPHERDSVILLE, KY 40165

2b Employer Identification Number (EIN) 61-1356670

2c Plan Sponsor's telephone number 502-955-6035

2d Business code (see instructions) 423100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2026	PAMELA HERM
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2026	PAMELA HERM
	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 [X] 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:	**4b**	EIN
a	Sponsor's name	**4d**	PN
c	Plan Name		

5	Total number of participants at the beginning of the plan year	**5**	1008
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	738
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	660
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	223
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	883
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	884
g(1)	Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item)	**6g(1)**	912
g(2)	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g(2)**	884
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.	**6h**	80
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 Characteristic Codes in the instructions:

2I 2P 2Q 3I

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

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

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

a Pension Schedules

- **(1)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) – Number Attached _____
- **(4)** [X] **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 2025 Form M-1 annual report. If the plan was not required to file the 2025 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2025** **This Form is Open to Public Inspection.**

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan	**B** Three-digit plan number (PN) ▶	
WHATEVER IT TAKES TRANSMISSION & PARTS, INC ESOP		002
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
WHATEVER IT TAKES TRANSMISSION & PARTS, INC	61-1356670	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: BAKER TILLY US, LLP
b EIN: 30-1413443
c Position: ACCOUNTANT
d Address: 555 GREAT CIRCLE ROAD
NASHVILLE, TN 37228
e Telephone: 615-242-7351

Explanation: PREVIOUS ACCOUNTANT TERMINATED AND NO LONGER PREPARES ESOP AUDITS, NEW ACCOUNTANT WILL BE BLANKENSHIP CPA GROUP, PLLC UNDER EIN 45-0491842

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
WHATEVER IT TAKES TRANSMISSION & PARTS, INC ESOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WHATEVER IT TAKES TRANSMISSION & PARTS, INC

D Employer Identification Number (EIN)
61-1356670

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	189334	7471
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	49548	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		857973
(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)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	57325257	66816985
(2) Employer real property	1d(2)	0	
1e Buildings and other property used in plan operation	1e	0	
1f Total assets (add all amounts in lines 1a through 1e)	1f	57564139	67682429
Liabilities			
1g Benefit claims payable	1g	89897	76574
1h Operating payables	1h		
1i Acquisition indebtedness	1i	2625257	3816985
1j Other liabilities	1j	1753797	9311275
1k Total liabilities (add all amounts in lines 1g through1j)	1k	4468951	13204834
Net Assets			
1l Net assets (subtract line 1k from line 1f)	1l	53095188	54477595

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)	263138	
(B) Participants	2a(1)(B)		
(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)		263138
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5869	
(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)		5869
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	9930178	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		9930178

		(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)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		10199185
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8709057	
(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)		8709057
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		107721
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)		
(12) Total administrative expenses. Add lines **2i(1)** through **(11)**	2i(12)		0
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		8816778
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1382407
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) [X] 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)** [X] 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: BLANKENSHIP CPA GROUP, PLLC **(2)** EIN: 45-0491842

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.)	**4a**		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.)	**4b**		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? [ ] Yes [X] No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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

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

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

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

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2025

This Form is Open to Public Inspection.

For calendar plan year 2025 or fiscal plan year beginning 01/01/2025 and ending 12/31/2025

A Name of plan
WHATEVER IT TAKES TRANSMISSION & PARTS, INC ESOP

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
WHATEVER IT TAKES TRANSMISSION & PARTS, INC

D Employer Identification Number (EIN)
61-1356670

Part I Distributions

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

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

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

EIN(s): 61-1102534

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

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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

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

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

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

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

Part III Amendments

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

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

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

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☒ **No**

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

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

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	**14a**	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14b**	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	**14c**	

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

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

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

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

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

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

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

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

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

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

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

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

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation._____

Part VII IRS Compliance Questions

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

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

☐ Design-based safe harbor method

☐ "Prior year" ADP test

☐ "Current year" ADP test

☒ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter ___/___/_____ (MM/DD/YYYY) and the Opinion Letter serial number_____.

Whatever It Takes Transmissions & Parts, Inc. Employee Stock Ownership Plan

Financial Statements and Supplemental Schedules
For the Years Ended December 31, 2025 and 2024

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Financial Statements and Supplemental Schedules
For the Years Ended December 31, 2025 and 2024

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BLANKENSHIP

Independent Auditor's Report

Trustee and Participants
Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan

Opinion on the 2025 Financial Statements
We have audited the financial statements of Whatever It Takes Transmissions & Parts, Inc. Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statement of net assets available for benefits as of December 31, 2025, the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the accompanying 2025 financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2025, and the changes in its net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion on the 2025 Financial Statements
We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2025 Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the 2025 Financial Statements
Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern within one year after the date that the financial statements are issued or available to be issued.

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

Auditor's Responsibilities for the Audit of the 2025 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 2025 financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

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

2025 Supplemental Schedules Required by ERISA

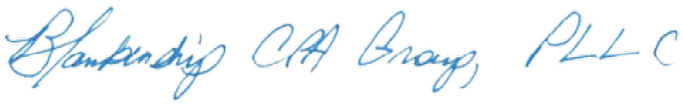
Our audit was conducted for the purpose of forming an opinion on the 2025 financial statements as a whole. The supplemental schedule of assets held at year-end as of December 31, 2025 and schedule of reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the 2025 financial statements but are supplementary information required by the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the 2025 financial statements. The information has been subjected to the auditing procedures applied in the audit of the 2025 financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the 2025 financial statements or to the 2025 financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedules is fairly stated, in all material respects, in relation to the 2025 financial statements as a whole, and the form and content are presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter - Auditor's Report on the 2024 Financial Statements

The 2024 financial statements of the Plan were audited by predecessor auditors whose report dated January 21, 2026, expressed an unmodified opinion on those financial statements.



Blankenship CPA Group, PLLC
Brentwood, Tennessee
October 9, 2026

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Statements of Net Assets Available for Benefits
December 31, 2025 and 2024

	2025			2024		
	Allocated	**Unallocated**	**Total**	**Allocated**	**Unallocated**	**Total**
Assets						
Investments, at fair value						
Company common stock	$ 47,027,171	$ 15,972,829	$ 63,000,000	$ 48,644,419	$ 6,055,581	$ 54,700,000
Interest-bearing cash and cash equivalents	857,973	-	857,973	-	-	-
Total investments	47,885,144	15,972,829	63,857,973	48,644,419	6,055,581	54,700,000
Employer receivable	-	-	-	-	49,548	49,548
Noninterest-bearing cash	7,471	-	7,471	189,334	-	189,334
Total assets	47,892,615	15,972,829	63,865,444	48,833,753	6,105,129	54,938,882
Liabilities						
Employer advance	-	9,311,275	9,311,275	-	1,753,797	1,753,797
Note payable	-	3,816,985	3,816,985	-	2,625,257	2,625,257
Total liabilities	-	13,128,260	13,128,260	-	4,379,054	4,379,054
Net assets available for benefits	**$ 47,892,615**	**$ 2,844,569**	**$ 50,737,184**	**$ 48,833,753**	**$ 1,726,075**	**$ 50,559,828**

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2025

	Allocated	Unallocated	Total
Additions to net assets attributed to			
Net change in fair value of company stock	$ 7,381,146	$ 1,357,304	$ 8,738,450
Interest income	5,869	-	5,869
Employer contributions	81,345	181,793	263,138
Allocation of company stock	312,882	-	312,882
Total additions	7,781,242	1,539,097	9,320,339
Deductions from net assets attributed to			
Benefits paid to participants	8,722,380	-	8,722,380
Interest expense	-	107,721	107,721
Allocation of company common stock	-	312,882	312,882
Total deductions	8,722,380	420,603	9,142,983
Change in net assets available for benefits	(941,138)	1,118,494	177,356
Net assets available for benefits			
Beginning of year	48,833,753	1,726,075	50,559,828
End of year	**$ 47,892,615**	**$ 2,844,569**	**$ 50,737,184**

Note 1. **Description of Plan**

The following description of the Whatever It Takes Transmissions & Parts, Inc. Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

The Plan was established effective January 1, 2004, and was amended and restated effective January 1, 2016. It operates, in relevant part, as a leveraged employee stock ownership plan (ESOP) and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (IRC) of 1986, as amended and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Oversight of the Plan is provided by the Plan Administrator. The trust department of an independent third-party bank is the Plan's Trustee.

In December 2004, the Plan purchased 100% of the outstanding common stock of Whatever IT Takes Transmissions & Parts, Inc. (the Company) in a leveraged buyout and holds the stock in a trust established under the Plan. Pursuant to the leveraged buyout, an election was filed for the Company to be classified as a C-Corporation under the IRC. In February 2006, the Plan exchanged its shares of the Company's common stock for 100% of the outstanding shares of Whatever It Takes Holding Company, Inc. (WITHC). The transaction was affected as a tax-free reorganization in which the Company became a wholly owned subsidiary of WITHC, and the Plan became WITHC's sole shareholder. Simultaneously, an election was filed for WITHC to be classified as an S-Corporation. The Plan owns 2,000,000 shares of the WITHC common stock. The 2004 loan matured on December 31, 2019, and was paid in full. Scheduled debt service on loans between the Plan and the Company are paid from the proceeds of fully deductible Company contributions to the Plan. See notes 7 and 8 for a description of additional leveraged stock transactions.

All investments under the Plan are nonparticipant directed.

Plan borrowings are collateralized by the unallocated shares of WITHC's stock and guaranteed by the Company. As the Plan makes debt payments, an appropriate percentage of stock is allocated to eligible employees' accounts in accordance with regulations under the IRC. The Company, in its role as lender, has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan present separately the assets, liabilities, and changes therein pertaining to the accounts of participants with rights in allocated stock (allocated), and stock not yet allocated to participants (unallocated).

Eligibility

The Plan covers generally all employees of the Company who have completed 1,000 hours of services over a consecutive 12-month period and are not leased employees, nonresident aliens or employees covered under a collective bargaining agreement. An employee is allowed to enter the Plan on the first day of the plan year in which the eligibility requirements are met. Participants who have at least 1,000 hours of service during a plan year are generally eligible for an allocation of Company contributions for such year.

Note 1. **Description of Plan**

Contributions

Each plan year, the Company shall contribute to the Plan such amounts as needed by the Plan to meet its obligation, as determined by the Company. The Company is obligated to make contributions in cash to the Plan, which when aggregated with the Plan's dividend and interest earnings, if any, will suffice for the Plan to make its regularly scheduled payments of principal and interest due on the term loans (see note 7). Employee contributions to the Plan are not permitted.

Participant Accounts

The Plan is a defined contribution plan under which a separate individual account is established for each participant. Each participant's account is credited as of the last day of each plan year with an allocation of shares of the Company's stock released by the Trustee from the unallocated account and forfeitures of terminated participants' nonvested accounts. Eligible employees receive allocations if they complete 1,000 hours of service or terminate employment as a result of retirement, disability, or death. Allocations are based on a participant's eligible compensation, relative to total eligible compensation. Plan earnings are allocated to each participant's account based on the ratio of the participant's account balance at the beginning of the plan year.

The Plan allows for an exchange or conversion of shares of common stock to cash in accounts of inactive vested and partially vested participants in accordance with provisions of the Plan. The purpose of the exchange is to ensure that accounts of active participants are invested in common stock to the maximum extent possible.

Payment of Benefits

No distributions from the Plan will be made until a participant retires, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representatives), becomes disabled, or otherwise terminates employment with the Company. These distributions are made in annual installments over a five-year period or in a single lump-sum payment if cash is available and the determination to distribute cash can be made on a nondiscriminatory basis.

For participants who terminated employment, for reasons other than death, permanent disability, or normal retirement, distributions are made one year after the close of the fifth full plan year following termination in equal annual installments over a five-year period. If these vested participants subsequently reach normal retirement or become deceased prior to commencement of benefits, the participant will become eligible to commence installments over the five-year period beginning in the year following death or reaching normal retirement age.

Effective July 1, 2025, any participant who terminated employment on or before December 31, 2020, became entitled to a one-time election for a distribution in a single lump sum payment. Participants receiving installment payments became eligible to elect a lump sum of their remaining account balance.

Normal retirement age is the later of the participant's 64th birthday or completion of five years of plan participation for participants hired on or after December 4, 2023. Participants hired before December 4, 2023, reach normal retirement age at 64.

Note 1. **Description of Plan**

Payment of Benefits

Under the provisions of the Plan, the Company is obligated to repurchase participant shares which have been distributed under the terms of the Plan if the stock is not publicly traded or if the stock is subject to trading limitations.

Vesting and Forfeitures

If a participant's employment with the Company ends for any reason other than retirement, permanent disability suffered while employed with the Company, or dies while employed with the Company, or reaches normal retirement age, they will vest in the balance in their account based on years of service with the Company. A year of service for this purpose includes a plan year in which the participant completes 1,000 hours. Years of service shall exclude service prior to the effective date of the Plan. Participants who terminated employment prior to January 1, 2020, became 100% vested after five years of service. Participants hired on or after January 1, 2020, vest 20% after two years of service and 20% per year thereafter, resulting in 100% vesting after six years of credited service. Participants employed on December 31, 2019, that were not 100% vested and continued to work for the Company in 2020, vested 20% after two years of service and 20% per year thereafter, but attained 100% vesting upon reaching five or more years of service.

Forfeitures from terminated participants' nonvested accounts are reallocated to the accounts of remaining plan participants after the terminated participant incurs five consecutive one-year breaks in service. Forfeitures allocated to participants during the 2025 plan year totaled $602,897. All forfeitures available for reallocation at the end of plan years 2025 and 2024 were reallocated. Nonvested accounts to be forfeited and allocated to eligible plan participants in future years as of year-end 2025 and 2024 were approximately $2,715,055 and $1,663,301, respectively.

Put Option

Under Federal income tax regulations, Company stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company may pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in WITHC stock into investments which are more diversified. Participants who are age 55 or older with at least 10 years of service as a participant in the Plan and a stock account balance over $500 may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of their stock account balance, less any shares previously diversified. In the sixth year, the percentage increases to 50%. Participants who elect to diversify receive a cash distribution.

Note 1. **Description of Plan**

Voting Rights
In matters involving major Company transactions, as defined in the plan document, each participant is entitled to exercise voting rights attributable to the shares allocated to the participant's account and to be notified by the Trustee prior to the time such rights are to be exercised. Other corporate matters are voted on by the Trustee in accordance with instruction received from the Plan Administrator. The Trustee is required to vote any unallocated shares and any allocated shares of WITHC stock for which no voting instructions have been received from a participant on behalf of the collective best interest of plan participants and beneficiaries.

Note 2. **Summary of Significant Accounting Policies**

Basis of Accounting
The Plan's financial statements are prepared in conformity with accounting principles generally accepted in the United States of America (US GAAP).

Use of Estimates
The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and the disclosure of commitments and contingencies. Actual results could differ from those estimates.

Allocations
The financial statements of the Plan present separately the assets, liabilities, and changes therein pertaining to (a) the accounts of the employees with rights in allocated stock (allocated) and (b) stock not yet allocated (unallocated) to employees, including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value of the WITHC stock is determined each year at December 31 by independent appraisal. The Plan's Trustee determines the Plan's valuation policies utilizing information provided by investment advisers, custodians, and appraisers.

Purchase and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net change in fair value of Company stock and net change in fair value of other investments includes gains and losses on investments bought and sold as well as held during the year.

Benefit Payments
Benefit payments are recognized in the year paid.

Note 2. **Summary of Significant Accounting Policies**

Administrative Expenses
Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Investment expenses related to the other investments are paid by the Plan and are netted against the earnings of the investments. Administrative expenses for any third-party trustee's fees are paid directly by the Company or the Plan. The Company has historically paid the administrative expenses of the Plan.

Note 3. **Administration of Plan Assets**

The Plan's assets are held in an independently managed trust.

Company contributions are held and managed by the Trustee who invests cash received through Company contributions and interest and dividend income and makes distributions to participants. The Trustee also administers the payment of interest and principal on the loans (see note 7).

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Administrative expenses for any third-party trustee's fees are paid directly by the Company or the Plan.

Note 4. **Cash and Other Investments**

Cash held by the Plan results primarily from exchange or conversion of shares of stock to cash in accounts of terminated inactive vested and partially vested participants in accordance with provisions of the Plan. At December 31, 2025, $713,334 of total interest-bearing cash results from a temporary loan from the Company to the Plan to pay distributions and convert accounts to cash (see note 8). Cash is invested at the discretion of the Trustee (see note 6).

Note 5. **Investments in Company Stock**

The Plan's investment in Company common stock was as follows:

	2025		2024	
	Allocated	Unallocated	Allocated	Unallocated
Number of shares	1,492,926	507,074	1,778,589	221,411
Cost	$ 4,888,460	$ 13,013,625	$ 6,133,459	$ 561,746
Fair value	$ 47,027,171	$ 15,972,829	$ 48,644,419	$ 6,055,581

At December 31, 2025 approximately 9,933 shares were released from collateral and allocated to participants. In addition, allocated shares of 295,596 relating to the 2025 advance from the Company were converted and became unallocated. See note 8.

Note 6. **Fair Value Measurements**

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels:

Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and that the Plan has the ability to access.

Level 2 inputs are based on observable inputs corroborated by market data but not quoted on active markets.

Level 3 inputs are based on unobservable inputs and include situations where there is little, if any, market activity for the assets or liabilities and have the lowest priority.

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

The following is a description of the valuation methodologies used for investments measured at fair value. There have been no changes in methodologies used at December 31, 2025 and 2024.

Whatever It Takes Holding Company, Inc. (WITHC) Common Stock: valued at fair value based upon an independent appraisal. This appraisal was based upon the income approach and the market approach. The unobservable inputs used by the appraiser in the income approach discounted cash flow method included historical and projected cash flows and net income, weighted average cost of capital, EBITDA , and discount rates. The market approach combined the selected public company and merger and acquisition (M&A) transaction analysis methods. The unobservable inputs included public company comparables and market-determined pricing multiples of companies similar to the Company. Plan management has concluded that a market participant would recoup a discount for lack of marketability.

Interest-Bearing Cash and Cash Equivalents: interest-bearing deposit accounts and money market accounts are reported at carrying value, which, due to their liquidity, represents fair value.

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

Note 6. **Fair Value Measurements**

The following table sets forth, by fair value hierarchy, the Plan's assets at fair value.

At December 31, 2025:

	Level 1	Level 2	Level 3	Total
WITHC common stock	$ -	$ -	$ 63,000,000	$ 63,000,000
Interest-bearing cash and cash equivalents	857,973	-	-	857,973
Total investments at fair value	**$ 857,973**	**$ -**	**$ 63,000,000**	**$ 63,857,973**

At December 31, 2024:

	Level 1	Level 2	Level 3	Total
WITHC common stock	$ -	$ -	$ 54,700,000	$ 54,700,000

The following table summarizes the changes in fair value of the Plan's level 3 assets for the year ended December 31, 2025:

Balance, beginning of year	$ 54,700,000
Tender of 64,124 shares of Company stock	(1,753,798)
Purchase of 64,124 shares of Company stock	1,315,348
Unrealized appreciation in estimated fair value	8,738,450
Balance, end of year	**$ 63,000,000**

Note 6. **Fair Value Measurements**

The following table sets forth the basic assumptions used in arriving at the significant unobservable inputs as of December 31, 2025 and 2024:

Investment	Fair Value at December 31, 2025	Fair Value at December 31, 2024	Valuation Technique *	Unobservable Inputs *
WITHC common stock	$ 63,000,000	$ 54,700,000	Discounted Cash Flow	EBITDA Historic and projected earnings Weighted average cost of capital Discount/capitalization rates Discount for lack of marketability
			Select Public Companies/M&A Transactions	Industry/peer company market data Historic revenues and EBITDA Projected revenues and profits Comparable transactions/sales Valuation multiples Discount for lack of marketability

* Information noted in these columns is the same for the investment type for 2025 and 2024.

Note 7. **Notes Payable**

Plan borrowings from the Company to finance the acquisition of the Company's common stock are evidenced by notes payable at the time of borrowing. The notes may be prepaid in whole or in part without any penalty. Unallocated shares are collateral for the loan. Shares are released from collateral and allocated to participants as payments of principal and interest are made. The number of shares released in any year is the number of shares held as collateral, times the ratio of the current year's payments divided by the total of this year's payments, plus all future years' principal and interest payments. This resulted in a total of 9,933 shares being released and allocated under all outstanding notes for the plan year ended December 31, 2025.

On December 9, 2016, the Plan entered into a $1,200,000 stock purchase agreement and term loan with the Company. The proceeds of the loan were used to repurchase 78,600 shares of Company common stock that were tendered to the Company in order to settle an advance to the Plan made during the 2015 plan year pursuant to Department of Labor Prohibited Transaction Exemption 80-26. The agreement provided for the loan to be repaid over 20 years. The balance of this note at December 31, 2025 and 2024, was $643,306 and $701,482, respectively. The loan bears interest of 1.95%.

Note 7. **Notes Payable**

On December 30, 2023, the Plan entered into a $1,986,418 stock purchase agreement and term loan with the Company. The proceeds of the loan were used to repurchase 120,116 shares of Company common stock that were tendered to the Company in order to settle an advance to the Plan made during the 2022 plan year pursuant to Department of Labor Prohibited Transaction Exemption 80-26. The agreement provided for the loan to be repaid over 20 years. The balance of this note at December 31, 2025 and 2024, was $1,858,331 and $1,923,775, respectively. The loan bears interest of 5.03%.

On September 30, 2025, the Plan entered into a $1,315,348 stock purchase agreement and term loan with the Company. The proceeds of the loan were used to repurchase 64,124 shares of Company common stock that were tendered to the Company in order to settle an advance to the Plan made during the 2024 plan year pursuant to Department of Labor Prohibited Transaction Exemption 80-26 (see note 8). The agreement provided for the loan to be repaid over 20 years. The balance of this note at December 31, 2025 was $1,315,348. The first scheduled payment under the terms of the loan is on December 31, 2026. The loan bears interest of 4.83%.

Annual principal maturities are as follows:

Year ending December 31,		
2026	$	144,869
2027		172,425
2028		179,161
2029		186,195
2030		193,541
Thereafter		2,940,794
Total	**$**	**3,816,985**

Note 8. **Company Advances**

The Company advances cash to the Plan to pay the Plan's distribution obligations and convert shares of terminated participant accounts to cash. These advances are interest-free, no collateral loans, to the Plan. Plan management believes these loans comply with the requirements of the Department of Labor Prohibited Transaction Class Exemption 80-26.

During 2025, the Company advanced $9,311,275 in cash to the Plan under an 80-26 temporary loan. The proceeds of the loan paid distributions of $8,597,941 representing the fair value of 314,367 shares of Company stock and converted participant shares to cash totaling $713,334 representing the fair value of 26,082 shares. As defined in the 2025 ESOP Loan Agreement, as soon as administratively feasible after the receipt of the December 31, 2025, annual ESOP stock valuation, the Trustee shall tender to the Company the number of shares necessary to satisfy the loan. Shares necessary to repay the loan in 2026 are 295,596. The difference between the 340,449 shares converted and the 295,596 shares tendered, totaling 44,853 shares, were allocated to participants as a trust fund gain. Participants employed as of December 31 of the preceding plan year received the allocation based on the participant's share balance relative to the amount of allocated shares in the Plan.

Note 8. **Company Advances**

During 2024, the Company advanced $1,753,798 in cash to the Plan under an 80-26 temporary loan. The proceeds of the loan paid distributions of $1,729,892 representing the fair value of 73,864 shares of Company stock. After the conversion the Plan had $23,906 of cash remaining that resulted in reinvestment of 874 shares of Company stock and allocation to participants. As defined in the 2024 ESOP Loan Agreement, as soon as administratively feasible after the receipt of the December 31, 2024, annual ESOP stock valuation, the Trustee tendered to the Company 64,124 shares to repay the loan. The difference between the total converted shares of 74,738 and the actual shares tendered, or expected to be tendered, of 64,124 were allocated to participants as a trust fund gain. Participants employed as of December 31 of the preceding plan year received the allocation based on the participant's share balance relative to the amount of allocated shares in the Plan.

As discussed in note 7, the Plan entered into a stock purchase agreement on September 30, 2025, with the Company and repurchased for $1,315,348 the 64,124 shares that were tendered in satisfaction of the 2024 temporary loan. The Plan recognized a $438,450 gain on the conversion as the Plan acquired the shares at a 25% discount. This gain is recognized in net change in fair value of Company stock for the year ended December 31, 2025.

Note 9. **Related Party and Party-in-Interest Transactions**

The Plan invests in Company stock and has indebtedness with, and guaranteed by, the Company. The Company pays certain expenses of the Plan. These are related party and party-in-interest transactions. The Plan has a number of service providers. Such providers are parties-in-interest under ERISA.

Note 10. **Tax Status**

The Internal Revenue Service (IRS) has issued a determination letter dated November 21, 2016. However, management has identified that the determination letter was issued under an incorrect Employer Identification Number (EIN). Despite this administrative error, there were no differences in the design or operations of the plan associated with the EIN discrepancy. The Plan administrator and the Plan's tax counsel believe that the Plan and related trust are currently designed, and being operated, in compliance with the applicable requirements of the IRC.

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2025, no uncertain positions have been taken or are expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan is no longer subject to IRS examination for years prior to 2022.

Note 11. **Significant Estimates and Concentrations**

The Company common stock owned by the Plan is valued at fair value as determined by annual independent appraisal. The actual fair value can only be determined based on the ultimate sale of the Company, which could result in a value significantly different from the appraised value.

Note 12. **Risks and Uncertainties**

Plan investments consist primarily of the Company's stock, which is exposed to various risks such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows and/or other such techniques. Due to the level of risk associated with the investment in stock and to uncertainties inherent in the estimation and assumption process, it is at least reasonably possible that changes in the value of stock will occur in the near term and that such changes could materially affect participants' account values, and the amounts reported in the statements of net assets available for benefits.

Note 13. **Plan Termination**

Although it has not expressed an intent to do so, the Company has the right under the Plan to terminate the Plan under the provisions of ERISA. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time and in a manner prescribed by plan terms and ERISA. Upon termination of the Plan, the Plan Administrator shall direct the Trustee to pay all liabilities and expenses of the trust fund and to sell shares of financed stock held in the suspense account to the extent necessary to repay the note. In the event of plan termination, participants would become 100% vested in their account.

Note 14. **Reconciliation of Form 5500 to Financial Statements**

The following is a reconciliation of the net assets available for benefits per Form 5500 to the financial statements:

	2025	2024
Net assets available for benefits per Form 5500	$ 54,477,595	$ 53,095,188
Acquisition debt included in Company stock on Form 5500	(3,816,985)	(2,625,257)
Benefit claims payable	76,574	89,897
Net assets available for benefits per the financial statements	**$ 50,737,184**	**$ 50,559,828**

The following is a reconciliation of the change in net assets available for benefits per Form 5500 to the financial statements for the year ended December 31, 2025:

Net increase in net assets for benefits per Form 5500	$ 1,382,407
Change in acquisition debt included in Company stock per Form 5500	(1,191,728)
Change in benefits claims payable	(13,323)
Change in net assets available for benefits per the financial statements	**$ 177,356**

Note 15. **Subsequent Events**

On August 31, 2026, the Plan entered into a $6,983,457 stock purchase agreement and term loan with the Company. The proceeds of the loan were used to repurchase 295,596 shares of Company common stock that were tendered to the Company in order to settle an advance to the Plan made during the 2025 plan year pursuant to Department of Labor Prohibited Transaction Exemption 80-26 (see note 8). The agreement provides for the loan to be repaid over 20 years. The first scheduled payment of $565,299 is on December 31, 2027 under the terms of the loan. The loan bears interest of 4.92%.

Management has evaluated subsequent events through October 9, 2026, the date on which the financial statements were available for issuance.

Supplemental Schedules

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Schedule of Assets Held at Year-End - Schedule H, Line 4i
December 31, 2025

EIN: 61-1356670
Plan number: 002

(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
*	Whatever It Takes Holding Company, Inc.	Common stock; no par value; 2,000,000 shares	$ 17,902,085	$ 63,000,000
*	FNB	FNB Money Market Deposit Account	857,973	857,973
			$ 18,760,058	**$ 63,857,973**

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

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Schedule of Reportable Transactions - Schedule H, Line 4j
For the Year Ended December 31, 2025

EIN: 61-1356670
Plan number: 002

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Series of transactions in excess of 5% of the fair value of plan assets at the beginning of the year:								
Whatever It Takes Holding Company, Inc.	Whatever It Takes Holding Company, Inc. common stock	$ 1,315,348	$ -	$ -	$ -	$ 1,315,348	$ 1,753,798	$ 438,450
Whatever It Takes Holding Company, Inc.	Whatever It Takes Holding Company, Inc. common stock	$ -	$ 1,753,798	$ -	$ -	$ 1,753,798	$ 1,753,798	$ -

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Schedule of Assets Held at Year-End - Schedule H, Line 4i
December 31, 2025

EIN: 61-1356670
Plan number: 002

(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
*	Whatever It Takes Holding Company, Inc.	Common stock; no par value; 2,000,000 shares	$ 17,902,085	$ 63,000,000
*	FNB	FNB Money Market Deposit Account	857,973	857,973
			$ 18,760,058	**$ 63,857,973**

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

Whatever It Takes Transmissions & Parts, Inc.
Employee Stock Ownership Plan
Schedule of Reportable Transactions - Schedule H, Line 4j
For the Year Ended December 31, 2025

EIN: 61-1356670
Plan number: 002

(a) Identity of party involved	(b) Description of asset (including interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Series of transactions in excess of 5% of the fair value of plan assets at the beginning of the year:								
Whatever It Takes Holding Company, Inc.	Whatever It Takes Holding Company, Inc. common stock	$ 1,315,348	$ -	$ -	$ -	$ 1,315,348	$ 1,753,798	$ 438,450
Whatever It Takes Holding Company, Inc.	Whatever It Takes Holding Company, Inc. common stock	$ -	$ 1,753,798	$ -	$ -	$ 1,753,798	$ 1,753,798	$ -