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

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of 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)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WELOCALIZE, INC. 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

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)
WELOCALIZE, INC.

241 E. 4TH STREET SUITE 207
FREDERICK, MD 21701

2b Employer Identification Number (EIN)
52-2212421

2c Plan Sponsor's telephone number
301-668-0330

2d Business code (see instructions)
541519

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.	10/16/2017	DAYNA LYONS
	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

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

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 has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	
5 Total number of participants at the beginning of the plan year	**5**	446
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)**	381
a(2) Total number of active participants at the end of the plan year	**6a(2)**	552
b Retired or separated participants receiving benefits	**6b**	
c Other retired or separated participants entitled to future benefits	**6c**	72
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	624
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	
f Total. Add lines **6d** and **6e**.	**6f**	624
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	459
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	58
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

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

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)	[ ] 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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] **A** (Insurance Information) ___
- **(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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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.**	**2016** **This Form is Open to Public Inspection.**

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WELOCALIZE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WELOCALIZE, INC.

D Employer Identification Number (EIN)
52-2212421

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). . . . . [X] 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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

UBS FINANCIAL SERVICES INC

13-2638166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 61	ADVISOR	45241	Yes [X] No [ ]	Yes [ ] No [X]	0	Yes [X] No [ ]

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

HERTZBACH AND COMPANY, P.A.

52-1158459

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	9450	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

FIDELITY INVESTMENTS INSTITUTIONAL

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?
37 60 64 65	RECORDKEEPER	2094	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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
UBS FINANCIAL SERVICES INC	61	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.
OPP DEVELOPING MKT Y - OPPENHEIMER 13-2953455	$5M+=0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
ALZGI NFJ INTL VL IS - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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 CENT S-T GOVT INV - AMERICAN CE 44-0619208	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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 CENT UTIL INV - AMERICAN CENTUR 44-0619208	0.35%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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 MID CAP VAL - BOSTON FINAN 04-2526037	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLKRK EQUITY DIV I - BNY MELLON IN P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLKRK GLOBAL ALLOC I - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
BLKRK GNMA INST - BNY MELLON INV S P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FKLN INTL SMCPGR ADV - FRANKLIN TE 94-3167260	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
FKLN MTL GLB DISC Z - FRANKLIN TEM 94-3167260	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
GS GROWTH OPPS INST - GOLDMAN, SAC 13-5108880	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
JPM INTREPID GR SEL - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPP DEVELOPING MKT Y - OFI GLOBAL 225 LIBERTY STREET NEW YORK, NY 10281	0.25%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	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.
OPP INTL SM MID CO Y - OFI GLOBAL 225 LIBERTY STREET NEW YORK, NY 10281	0.25%

(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

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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)

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

2016

This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WELOCALIZE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WELOCALIZE, INC.

D Employer Identification Number (EIN)
52-2212421

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	100038	132486
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	68714	125558
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	7340775	10149229
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	7509527	10407273
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	7509527	10407273

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)	547141	
	(B) Participants	2a(1)(B)	1954442	
	(C) Others (including rollovers)	2a(1)(C)	262616	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2764199
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	42	
	(B) U.S. Government securities	2b(1)(B)	0	
	(C) Corporate debt instruments	2b(1)(C)	0	
	(D) Loans (other than to participants)	2b(1)(D)	0	
	(E) Participant loans	2b(1)(E)	3885	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		3927
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	387144	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		387144
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		378004
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		3533274
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	577463	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		577463
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		1258
h Interest expense	2h		0
i Administrative expenses: **(1)** Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	56807	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		56807
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		635528
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		2897746
l Transfers of assets:			
(1) To this plan	2l(1)		0
(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) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: HERTZBACH & COMPANY, P.A **(2)** EIN: 52-1158459

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, 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.

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	

			Yes	No	Amount
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		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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		X	
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

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 If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

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

2016

This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan
WELOCALIZE, INC. 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WELOCALIZE, INC.

D Employer Identification Number (EIN)
52-2212421

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): 04-6568107

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 of 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 contributed more than 5% of total contributions to the plan during the plan year (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 participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**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) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

Welocalize, Inc. 401(k) Plan

Financial Statements

As of December 31, 2016 and 2015 and
for the Year Ended December 31, 2016



HERTZBACH

certified public accountants · consultants

Welocalize, Inc. 401(k) Plan

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As of December 31, 2016 and 2015 and for the Year Ended December 31, 2016

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Supplemental Schedule*

- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 12-13

**Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.*

HERTZBACH
certified public accountants · consultants

Independent Auditor's Report

To the Plan Administrator
Welocalize, Inc. 401(k) Plan
241 East 4th Street, Suite 207
Frederick, MD 21701

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Welocalize, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016 that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Herbach & Company, P.A.

Rockville, Maryland
October 16, 2017

Welocalize, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	2016	2015
Assets		
Interest-bearing cash	$ 132,486	$ 100,038
Investments, at fair value	10,149,230	7,340,775
Receivables:		
Notes receivable from participants	125,557	68,714
Participant contributions	66,711	-
Employer contributions	90,450	-
Total receivables	282,718	68,714
Net assets available for benefits	$ 10,564,434	$ 7,509,527

See accompanying independent auditor's report and notes to financial statements.

Welocalize, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions		
Net investment income:		
Dividends and interest income	$	387,185
Net appreciation in fair value of investments		378,006
Total net investment income		765,191
Interest income on notes receivable from participants		3,885
Contributions:		
Participants		2,021,153
Employer		637,591
Rollover		262,616
Total contributions		2,921,360
Total additions		3,690,436
Deductions		
Benefits paid to participants		578,722
Administrative expenses		56,807
Total deductions		635,529
Net increase		3,054,907
Net Assets Available for Benefits		
Beginning of year		7,509,527
End of year	$	10,564,434

See accompanying independent auditor's report and notes to financial statements.

1) Plan Description

General

The following description of Welocalize, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering substantially all employees of Welocalize, Inc. (the Employer), with the exception of nonresident aliens, residents of Puerto Rico and periodic hourly field service employees under the age of 21 with less than 1,000 hours of service during the year. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

Fidelity Workplace Services, LLC serves as the third-party administrator and record keeper that processes and maintains the records of participant data. Fidelity Management Trust Company (Fidelity) has been engaged to serve as the trustee of the Plan. The Employer serves as the Plan administrator and is responsible for the day-to-day operations and oversight of the Plan.

Investments

Upon enrollment in the Plan, a participant may direct their account balance into any of the investment options offered by the Plan. These investment options include income, growth, target date, value and money market funds. Subject to certain limitations by the funds, participants may change their investment options and transfer amounts between investment options daily.

Vesting

Participants are immediately vested in their salary deferral contributions, rollover contributions and related earnings thereon upon entering the Plan. Vesting in the Employer's discretionary profit sharing contributions and matching contributions is based on the following schedule:

Years of service	Percentage of vesting
Less than 1	0%
1	25%
2	50%
3	75%
4	100%

See accompanying independent auditor's report.

1) Plan Description (Continued)

Participant Contributions
Participants may contribute up to 100% of their eligible pre-tax compensation up to the amount allowable under current income tax regulations. Participants may also elect to contribute Roth deferrals. The Plan included an automatic enrollment provision where newly eligible employees are automatically enrolled in the Plan 30 days after meeting the eligibility requirements unless they affirmatively elect not to participate in the Plan. Participants automatically enrolled in the Plan had 3% of their eligible compensation contributed to the Plan on a pre-tax basis and the contributions are invested in the default fund until changed by the participant. As of December 15, 2016, the automatic enrollment provision has been amended, and newly eligible employees are no longer auto-enrolled with a 3% compensation deferrals.

The maximum allowable contribution totaled $18,000 for the year ended December 31, 2016. Participants who have attained age 50 before the end of the Plan year may make additional catch-up contributions, subject to limitations imposed by the Internal Revenue Code (the Code).

Participants are permitted to make rollover contributions of amounts received from other tax-qualified, employer-sponsored retirement plans. Such rollover contributions are deposited in the appropriate investment funds in accordance with the participant's election and the Plan's provisions.

Employer Contributions
As defined in the Plan document, the Employer may match a portion of participant contributions on a discretionary basis. During 2016, employer matching contributions of 50% of employee deferrals up to 3% of a participant's compensation, determined on a per payroll basis, were made. The Employer may also make discretionary profit sharing contributions to the Plan. The Employer did not make any discretionary profit sharing contributions for the year ended December 31, 2016.

Participant Accounts
Each participant's account is credited with the participant's contributions, Employer discretionary matching and profit sharing contributions, if any, and allocations of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Forfeitures
Terminating participants of the Plan are paid the current value of the vested balance in their accounts as soon as administratively feasible. Unvested amounts are forfeited and used to reduce administrative expenses with any remaining forfeitures reducing the Employer's discretionary contribution. As of December 31, 2016 and 2015, unallocated forfeitures totaled $38,454 and $99,652, respectively. During 2016, $80,283 of forfeitures were used to reduce Employer contributions and $9,450 were used to reduce administrative expenses.

1) Plan Description (Continued)

Payment of Benefits

Benefit payments are available to participants upon retirement (age 65), termination of employment, death, in-service withdrawals upon attainment of age 65, or disability. Former employees of Park IP Translation Services and Zenfile may make in-service withdrawals upon attainment of age 59½. Upon proof, to the satisfaction of the Plan administrator, of an immediate and heavy financial need, amounts contributed by the participant may be withdrawn for hardship purposes. Participants are entitled to a benefit equal to the vested portion of their account, which will be distributed in the form of a lump sum payment. Distributions are subject to the applicable provisions of the Plan agreement. Certain income taxes and penalties may apply to withdrawals or distributions prior to age 59½.

Notes Receivable from Participants

The Plan allows participants to borrow not less than $1,000 and up to the lesser of $50,000 or 50% of their vested account balance, reduced by the highest outstanding note balance in the participant's account during the prior 12 months. The notes are secured by the participant's vested account balance and no more than three outstanding notes are permitted at any time. Such notes bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the note is used to purchase a principal residence. Notes mature at various times through May 2026. As of December 31, 2016, interest rates on these notes were between 4.25% and 6.00%. The specific terms and conditions of such notes are established by the trustees of the Plan. Principal and interest is paid ratably through payroll deductions.

2) Summary of Accounting Policies

Basis of Presentation

The accompanying financial statements of the Plan have been presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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. See Note 4 for a discussion of fair value measurements.

Purchases 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 appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

2) Summary of Accounting Policies (Continued)

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid, interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make note repayments and the Plan administrator deems the note to be in default, the note balance is reduced and a benefit payment is recorded based on the terms of the Plan document.

Payments of Benefits
Benefits are recorded when paid.

Administrative Expenses
Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Other expenses, such as fees related to distributions and loans, are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in net appreciation in fair value of investments.

Reclassification
Certain amounts in 2015 have been reclassified to conform to the 2016 presentation. There was no effect on 2015 net assets available for benefits as a result of these reclassifications.

3) Information Certified by Trustee

The Plan administrator has elected the alternative method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, information certified by Fidelity, the trustee, as of December 31, 2016 and 2015 and for the year ended December 31, 2016, was not audited, except for comparing such information to the related information included in the accompanying financial statements and supplemental schedule.

A summary of the Plan's financial information, which has been certified by the Plan's trustee, is presented as follows:

December 31,	2016	2015
Interest-bearing cash	$ 132,486	$ 100,038
Investments, at fair value	$ 10,149,230	$ 7,340,775
Notes receivable from participants	$ 125,557	$ 68,714

For the Year Ended December 31,	2016
Net appreciation in fair value of investments	$ 378,006
Dividends and interest income	$ 387,185
Interest income on notes receivable from participants	$ 3,885

See accompanying independent auditor's report.

4) 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, are described as follows:

Level 1
Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan can access at the measurement date.

Level 2
Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3
Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds
Valued at quoted market prices in an exchange and active market.

4) Fair Value Measurements (Continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 10,149,230	$ -	$ -	$ 10,149,230
Total investments at fair value	$ 10,149,230	$ -	$ -	$ 10,149,230

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 7,340,775	$ -	$ -	$ 7,340,775
Total investments at fair value	$ 7,340,775	$ -	$ -	$ 7,340,775

5) Related-Party Transactions and Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity also serves as the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. As described in Note 2, the Plan made payments totaling $2,094 to Fidelity from participant accounts for the year ended December 31, 2016. The Plan also made payments totaling $45,241 to UBS Financial Services, Inc. for investment advisory services from participant accounts, and $9,450 to Hertzbach & Company, P.A., the Plan’s auditor, during 2016. The Employer directly pays any other fees related to the Plan’s operations.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

6) Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participant accounts will become fully vested and non-forfeitable.

7) Tax Status

The Plan is using a prototype plan approved by the Internal Revenue Service (IRS) and, accordingly, has neither applied for nor received a determination letter from the IRS. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

See accompanying independent auditor’s report.

8) Risks and Uncertainties

The Plan provides for investments in financial instruments that, in general, are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

9) Reconciliation of Financial Statement to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016:

	2016
Net assets available for benefits per financial statements	$ 10,564,434
Participant contributions receivable - 2016	(66,711)
Employer contribution receivable - 2016	(90,450)
Net assets available for benefits per Form 5500	$ 10,407,273

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2016:

	2016
Change in net assets available for benefits per financial statements	$ 3,054,907
Participant contributions receivable - 2016	(66,711)
Employer contribution receivable - 2016	(90,450)
Changes in net assets available for benefits per Form 5500	$ 2,897,746

10) Subsequent Events

Management has evaluated events and transactions for potential recognition or disclosure through the independent auditor's report date, October 16, 2017, the date the financial statements were available to be issued. There were no events that required recognition or disclosure in the financial statements, except as noted below:

Effective August 7, 2017, Global Language Solutions, Inc. 401(k) Plan and Trust was merged into the Plan. Accordingly, the plan adoption agreement was restated to include certain other employers' participation in the Plan.

See accompanying independent auditor's report.

Welocalize, Inc. 401(k) Plan

52-2212421
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investments**	**Cost**	**Current value**
	Fidelity Management Trust Company:			
	American Century Short-Term Government Fund Investor Class	Mutual Fund	**	$ 12,791
	American Century Utilities Fund Investor Class	Mutual Fund	**	77,955
	Artisan Mid Cap Fund Investor Class	Mutual Fund	**	254,337
	BlackRock Equity Dividend Fund Investor I Shares	Mutual Fund	**	182,699
	BlackRock Global Allocation Fund	Mutual Fund	**	90,064
	BlackRock GNMA Institutional	Mutual Fund	**	36,480
*	Fidelity 500 Index Fund Investor Class	Mutual Fund	**	209,460
*	Fidelity Advisor Energy Fund	Mutual Fund	**	434,974
*	Fidelity Advisor Freedom 2005 I	Mutual Fund	**	5,517
*	Fidelity Advisor Freedom 2010 I	Mutual Fund	**	30,783
*	Fidelity Advisor Freedom 2015 I	Mutual Fund	**	66,722
*	Fidelity Advisor Freedom 2020 I	Mutual Fund	**	61,353
*	Fidelity Advisor Freedom 2025 I	Mutual Fund	**	325,008
*	Fidelity Advisor Freedom 2030 I	Mutual Fund	**	882,410
*	Fidelity Advisor Freedom 2035 I	Mutual Fund	**	1,262,694
*	Fidelity Advisor Freedom 2040 I	Mutual Fund	**	884,259
*	Fidelity Advisor Freedom 2045 I	Mutual Fund	**	803,379
*	Fidelity Advisor Freedom 2050 I	Mutual Fund	**	950,101
*	Fidelity Advisor Freedom 2055 I	Mutual Fund	**	323,766
*	Fidelity Advisor Freedom 2060 I	Mutual Fund	**	53,058
*	Fidelity Advisor Freedom Income Fund	Mutual Fund	**	12,712
*	Fidelity Advisor Gold I	Mutual Fund	**	41,147
*	Fidelity Advisor Growth Opps I	Mutual Fund	**	309,233
*	Fidelity Advisor Health Care Fund	Mutual Fund	**	356,360
*	Fidelity Advisor High Income I	Mutual Fund	**	20,068
*	Fidelity Advisor Inflation-Protected Bond Class I	Mutual Fund	**	2,523
*	Fidelity Advisor International Discovery Fund Class I	Mutual Fund	**	2,288
*	Fidelity Advisor Materials I	Mutual Fund	**	123,882
*	Fidelity Advisor New Insights Fund Class I	Mutual Fund	**	135,386
*	Fidelity Advisor Real Estate Fund I Class	Mutual Fund	**	195,876
*	Fidelity Advisor Series Stock Selector Large Cap Value Fund	Mutual Fund	**	92,465
*	Fidelity Advisor Small Cap Growth I	Mutual Fund	**	173,426
*	Fidelity Advisor Strategic Income I	Mutual Fund	**	79,809
*	Fidelity Advisor Technology Class I	Mutual Fund	**	381,732
*	Fidelity Advisor® International Growth Fund I Class	Mutual Fund	**	41,714
*	Fidelity Money Market Trust Retirement Government Money Market II	Mutual Fund	**	132,486
	Franklin Intl Small Cap Growth Adv	Mutual Fund	**	289,245
	Franklin Mutual Global Discovery Fund	Mutual Fund	**	35,995
	Goldman Sachs Growth Opportunities Fund Institutional Class	Mutual Fund	**	230,568

See accompanying independent auditor's report.

Welocalize, Inc. 401(k) Plan

52-2212421
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued)
As of December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investments**	**Cost**	**Current value**
	JPMorgan Intrepid Growth Sel	Mutual Fund	**	$ 164,508
	JPMorgan U.S. Small Company Fund Class R6	Mutual Fund	**	164,925
	Oppenheimer Developing Markets Fund Class Y	Mutual Fund	**	36,334
	Oppenheimer International Small-Mid Company Fund Class Y	Mutual Fund	**	120,303
	PIMCO Global Advantage Strategy Bd Instl	Mutual Fund	**	13,998
	PIMCO Total Return Fund Institutional Class	Mutual Fund	**	176,923
*	Notes receivable from participants	Interest @ 4.25% - 6.00%	-	125,557
		Total assets held at end of year		$ 10,407,273

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments

Information certified as complete and accurate by Fidelity Management Trust Company, the trustee.

See accompanying independent auditor's report.

Welocalize, Inc. 401(k) Plan

Financial Statements

As of December 31, 2016 and 2015 and
for the Year Ended December 31, 2016



HERTZBACH

certified public accountants · consultants

Welocalize, Inc. 401(k) Plan

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As of December 31, 2016 and 2015 and for the Year Ended December 31, 2016

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Supplemental Schedule*

- Schedule H, Line 4i – Schedule of Assets (Held at End of Year) 12-13

**Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.*

HERTZBACH
certified public accountants · consultants

Independent Auditor's Report

To the Plan Administrator
Welocalize, Inc. 401(k) Plan
241 East 4th Street, Suite 207
Frederick, MD 21701

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Welocalize, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, the related statement of changes in net assets available for benefits for the year ended December 31, 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016 that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter – Supplemental Schedule

The supplemental Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Herbach & Company, P.A.

Rockville, Maryland
October 16, 2017

Welocalize, Inc. 401(k) Plan

Statements of Net Assets Available for Benefits
As of December 31, 2016 and 2015

	2016	2015
Assets		
Interest-bearing cash	$ 132,486	$ 100,038
Investments, at fair value	10,149,230	7,340,775
Receivables:		
Notes receivable from participants	125,557	68,714
Participant contributions	66,711	-
Employer contributions	90,450	-
Total receivables	282,718	68,714
Net assets available for benefits	$ 10,564,434	$ 7,509,527

See accompanying independent auditor's report and notes to financial statements.

Welocalize, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2016

Additions		
Net investment income:		
Dividends and interest income	$	387,185
Net appreciation in fair value of investments		378,006
Total net investment income		765,191
Interest income on notes receivable from participants		3,885
Contributions:		
Participants		2,021,153
Employer		637,591
Rollover		262,616
Total contributions		2,921,360
Total additions		3,690,436
Deductions		
Benefits paid to participants		578,722
Administrative expenses		56,807
Total deductions		635,529
Net increase		3,054,907
Net Assets Available for Benefits		
Beginning of year		7,509,527
End of year	$	10,564,434

See accompanying independent auditor's report and notes to financial statements.

1) Plan Description

General

The following description of Welocalize, Inc. 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

The Plan is a defined contribution plan covering substantially all employees of Welocalize, Inc. (the Employer), with the exception of nonresident aliens, residents of Puerto Rico and periodic hourly field service employees under the age of 21 with less than 1,000 hours of service during the year. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

Fidelity Workplace Services, LLC serves as the third-party administrator and record keeper that processes and maintains the records of participant data. Fidelity Management Trust Company (Fidelity) has been engaged to serve as the trustee of the Plan. The Employer serves as the Plan administrator and is responsible for the day-to-day operations and oversight of the Plan.

Investments

Upon enrollment in the Plan, a participant may direct their account balance into any of the investment options offered by the Plan. These investment options include income, growth, target date, value and money market funds. Subject to certain limitations by the funds, participants may change their investment options and transfer amounts between investment options daily.

Vesting

Participants are immediately vested in their salary deferral contributions, rollover contributions and related earnings thereon upon entering the Plan. Vesting in the Employer's discretionary profit sharing contributions and matching contributions is based on the following schedule:

Years of service	Percentage of vesting
Less than 1	0%
1	25%
2	50%
3	75%
4	100%

See accompanying independent auditor's report.

1) Plan Description (Continued)

Participant Contributions
Participants may contribute up to 100% of their eligible pre-tax compensation up to the amount allowable under current income tax regulations. Participants may also elect to contribute Roth deferrals. The Plan included an automatic enrollment provision where newly eligible employees are automatically enrolled in the Plan 30 days after meeting the eligibility requirements unless they affirmatively elect not to participate in the Plan. Participants automatically enrolled in the Plan had 3% of their eligible compensation contributed to the Plan on a pre-tax basis and the contributions are invested in the default fund until changed by the participant. As of December 15, 2016, the automatic enrollment provision has been amended, and newly eligible employees are no longer auto-enrolled with a 3% compensation deferrals.

The maximum allowable contribution totaled $18,000 for the year ended December 31, 2016. Participants who have attained age 50 before the end of the Plan year may make additional catch-up contributions, subject to limitations imposed by the Internal Revenue Code (the Code).

Participants are permitted to make rollover contributions of amounts received from other tax-qualified, employer-sponsored retirement plans. Such rollover contributions are deposited in the appropriate investment funds in accordance with the participant's election and the Plan's provisions.

Employer Contributions
As defined in the Plan document, the Employer may match a portion of participant contributions on a discretionary basis. During 2016, employer matching contributions of 50% of employee deferrals up to 3% of a participant's compensation, determined on a per payroll basis, were made. The Employer may also make discretionary profit sharing contributions to the Plan. The Employer did not make any discretionary profit sharing contributions for the year ended December 31, 2016.

Participant Accounts
Each participant's account is credited with the participant's contributions, Employer discretionary matching and profit sharing contributions, if any, and allocations of Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Forfeitures
Terminating participants of the Plan are paid the current value of the vested balance in their accounts as soon as administratively feasible. Unvested amounts are forfeited and used to reduce administrative expenses with any remaining forfeitures reducing the Employer's discretionary contribution. As of December 31, 2016 and 2015, unallocated forfeitures totaled $38,454 and $99,652, respectively. During 2016, $80,283 of forfeitures were used to reduce Employer contributions and $9,450 were used to reduce administrative expenses.

1) Plan Description (Continued)

Payment of Benefits

Benefit payments are available to participants upon retirement (age 65), termination of employment, death, in-service withdrawals upon attainment of age 65, or disability. Former employees of Park IP Translation Services and Zenfile may make in-service withdrawals upon attainment of age 59½. Upon proof, to the satisfaction of the Plan administrator, of an immediate and heavy financial need, amounts contributed by the participant may be withdrawn for hardship purposes. Participants are entitled to a benefit equal to the vested portion of their account, which will be distributed in the form of a lump sum payment. Distributions are subject to the applicable provisions of the Plan agreement. Certain income taxes and penalties may apply to withdrawals or distributions prior to age 59½.

Notes Receivable from Participants

The Plan allows participants to borrow not less than $1,000 and up to the lesser of $50,000 or 50% of their vested account balance, reduced by the highest outstanding note balance in the participant's account during the prior 12 months. The notes are secured by the participant's vested account balance and no more than three outstanding notes are permitted at any time. Such notes bear interest at the available market financing rates and must be repaid to the Plan within a five-year period, unless the note is used to purchase a principal residence. Notes mature at various times through May 2026. As of December 31, 2016, interest rates on these notes were between 4.25% and 6.00%. The specific terms and conditions of such notes are established by the trustees of the Plan. Principal and interest is paid ratably through payroll deductions.

2) Summary of Accounting Policies

Basis of Presentation

The accompanying financial statements of the Plan have been presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Accordingly, actual results could differ from those estimates.

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. See Note 4 for a discussion of fair value measurements.

Purchases 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 appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as held, during the year.

2) Summary of Accounting Policies (Continued)

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid principal balance plus any accrued, but unpaid, interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make note repayments and the Plan administrator deems the note to be in default, the note balance is reduced and a benefit payment is recorded based on the terms of the Plan document.

Payments of Benefits
Benefits are recorded when paid.

Administrative Expenses
Certain expenses of maintaining the Plan are paid directly by the Employer and are excluded from these financial statements. Other expenses, such as fees related to distributions and loans, are charged directly to the participant's account and are included in administrative expenses. Investment-related expenses are included in net appreciation in fair value of investments.

Reclassification
Certain amounts in 2015 have been reclassified to conform to the 2016 presentation. There was no effect on 2015 net assets available for benefits as a result of these reclassifications.

3) Information Certified by Trustee

The Plan administrator has elected the alternative method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, information certified by Fidelity, the trustee, as of December 31, 2016 and 2015 and for the year ended December 31, 2016, was not audited, except for comparing such information to the related information included in the accompanying financial statements and supplemental schedule.

A summary of the Plan's financial information, which has been certified by the Plan's trustee, is presented as follows:

December 31,	2016	2015
Interest-bearing cash	$ 132,486	$ 100,038
Investments, at fair value	$ 10,149,230	$ 7,340,775
Notes receivable from participants	$ 125,557	$ 68,714

For the Year Ended December 31,	2016
Net appreciation in fair value of investments	$ 378,006
Dividends and interest income	$ 387,185
Interest income on notes receivable from participants	$ 3,885

See accompanying independent auditor's report.

4) 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. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

The three levels of the fair value hierarchy under Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, are described as follows:

Level 1
Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan can access at the measurement date.

Level 2
Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3
Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2016 and 2015.

Mutual Funds
Valued at quoted market prices in an exchange and active market.

4) Fair Value Measurements (Continued)

The following tables set forth, by level within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2016 and 2015:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 10,149,230	$ -	$ -	$ 10,149,230
Total investments at fair value	$ 10,149,230	$ -	$ -	$ 10,149,230

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 7,340,775	$ -	$ -	$ 7,340,775
Total investments at fair value	$ 7,340,775	$ -	$ -	$ 7,340,775

5) Related-Party Transactions and Party-In-Interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity. Fidelity also serves as the trustee, as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions. As described in Note 2, the Plan made payments totaling $2,094 to Fidelity from participant accounts for the year ended December 31, 2016. The Plan also made payments totaling $45,241 to UBS Financial Services, Inc. for investment advisory services from participant accounts, and $9,450 to Hertzbach & Company, P.A., the Plan’s auditor, during 2016. The Employer directly pays any other fees related to the Plan’s operations.

All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

6) Plan Termination

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participant accounts will become fully vested and non-forfeitable.

7) Tax Status

The Plan is using a prototype plan approved by the Internal Revenue Service (IRS) and, accordingly, has neither applied for nor received a determination letter from the IRS. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan’s financial statements.

See accompanying independent auditor’s report.

8) Risks and Uncertainties

The Plan provides for investments in financial instruments that, in general, are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

9) Reconciliation of Financial Statement to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2016:

	2016
Net assets available for benefits per financial statements	$ 10,564,434
Participant contributions receivable - 2016	(66,711)
Employer contribution receivable - 2016	(90,450)
Net assets available for benefits per Form 5500	$ 10,407,273

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2016:

	2016
Change in net assets available for benefits per financial statements	$ 3,054,907
Participant contributions receivable - 2016	(66,711)
Employer contribution receivable - 2016	(90,450)
Changes in net assets available for benefits per Form 5500	$ 2,897,746

10) Subsequent Events

Management has evaluated events and transactions for potential recognition or disclosure through the independent auditor's report date, October 16, 2017, the date the financial statements were available to be issued. There were no events that required recognition or disclosure in the financial statements, except as noted below:

Effective August 7, 2017, Global Language Solutions, Inc. 401(k) Plan and Trust was merged into the Plan. Accordingly, the plan adoption agreement was restated to include certain other employers' participation in the Plan.

See accompanying independent auditor's report.

Welocalize, Inc. 401(k) Plan

52-2212421
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
As of December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investments**	**Cost**	**Current value**
	Fidelity Management Trust Company:			
	American Century Short-Term Government Fund Investor Class	Mutual Fund	**	$ 12,791
	American Century Utilities Fund Investor Class	Mutual Fund	**	77,955
	Artisan Mid Cap Fund Investor Class	Mutual Fund	**	254,337
	BlackRock Equity Dividend Fund Investor I Shares	Mutual Fund	**	182,699
	BlackRock Global Allocation Fund	Mutual Fund	**	90,064
	BlackRock GNMA Institutional	Mutual Fund	**	36,480
*	Fidelity 500 Index Fund Investor Class	Mutual Fund	**	209,460
*	Fidelity Advisor Energy Fund	Mutual Fund	**	434,974
*	Fidelity Advisor Freedom 2005 I	Mutual Fund	**	5,517
*	Fidelity Advisor Freedom 2010 I	Mutual Fund	**	30,783
*	Fidelity Advisor Freedom 2015 I	Mutual Fund	**	66,722
*	Fidelity Advisor Freedom 2020 I	Mutual Fund	**	61,353
*	Fidelity Advisor Freedom 2025 I	Mutual Fund	**	325,008
*	Fidelity Advisor Freedom 2030 I	Mutual Fund	**	882,410
*	Fidelity Advisor Freedom 2035 I	Mutual Fund	**	1,262,694
*	Fidelity Advisor Freedom 2040 I	Mutual Fund	**	884,259
*	Fidelity Advisor Freedom 2045 I	Mutual Fund	**	803,379
*	Fidelity Advisor Freedom 2050 I	Mutual Fund	**	950,101
*	Fidelity Advisor Freedom 2055 I	Mutual Fund	**	323,766
*	Fidelity Advisor Freedom 2060 I	Mutual Fund	**	53,058
*	Fidelity Advisor Freedom Income Fund	Mutual Fund	**	12,712
*	Fidelity Advisor Gold I	Mutual Fund	**	41,147
*	Fidelity Advisor Growth Opps I	Mutual Fund	**	309,233
*	Fidelity Advisor Health Care Fund	Mutual Fund	**	356,360
*	Fidelity Advisor High Income I	Mutual Fund	**	20,068
*	Fidelity Advisor Inflation-Protected Bond Class I	Mutual Fund	**	2,523
*	Fidelity Advisor International Discovery Fund Class I	Mutual Fund	**	2,288
*	Fidelity Advisor Materials I	Mutual Fund	**	123,882
*	Fidelity Advisor New Insights Fund Class I	Mutual Fund	**	135,386
*	Fidelity Advisor Real Estate Fund I Class	Mutual Fund	**	195,876
*	Fidelity Advisor Series Stock Selector Large Cap Value Fund	Mutual Fund	**	92,465
*	Fidelity Advisor Small Cap Growth I	Mutual Fund	**	173,426
*	Fidelity Advisor Strategic Income I	Mutual Fund	**	79,809
*	Fidelity Advisor Technology Class I	Mutual Fund	**	381,732
*	Fidelity Advisor® International Growth Fund I Class	Mutual Fund	**	41,714
*	Fidelity Money Market Trust Retirement Government Money Market II	Mutual Fund	**	132,486
	Franklin Intl Small Cap Growth Adv	Mutual Fund	**	289,245
	Franklin Mutual Global Discovery Fund	Mutual Fund	**	35,995
	Goldman Sachs Growth Opportunities Fund Institutional Class	Mutual Fund	**	230,568

See accompanying independent auditor's report.

Welocalize, Inc. 401(k) Plan

52-2212421
Plan Number: 001
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) (Continued)
As of December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	**Description of investments**	**Cost**	**Current value**
	JPMorgan Intrepid Growth Sel	Mutual Fund	**	$ 164,508
	JPMorgan U.S. Small Company Fund Class R6	Mutual Fund	**	164,925
	Oppenheimer Developing Markets Fund Class Y	Mutual Fund	**	36,334
	Oppenheimer International Small-Mid Company Fund Class Y	Mutual Fund	**	120,303
	PIMCO Global Advantage Strategy Bd Instl	Mutual Fund	**	13,998
	PIMCO Total Return Fund Institutional Class	Mutual Fund	**	176,923
*	Notes receivable from participants	Interest @ 4.25% - 6.00%	-	125,557
		Total assets held at end of year		$ 10,407,273

* Party-in-interest as defined by ERISA

** Cost omitted for participant-directed investments

Information certified as complete and accurate by Fidelity Management Trust Company, the trustee.

See accompanying independent auditor's report.