# 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

**2017**

**This Form is Open to Public Inspection**

## Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

**B** This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN

**1b** Three-digit plan number (PN) ▶ 001

**1c** Effective date of plan 01/01/2002

**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)
TITLEMAX OF GEORGIA, INC.

15 BULL STREET
SUITE 200
SAVANNAH, GA 31401

**2b** Employer Identification Number (EIN)
58-2547327

**2c** Plan Sponsor's telephone number
912-525-2675

**2d** Business code (see instructions)
522291

**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. | 06/26/2018 | CAT HUDSON |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | | | |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address [X] Same as Plan Sponsor

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
**a** Sponsor's name
**c** Plan Name

**4b** EIN

**4d** PN

| | | |
|---|---|---|
| **5** Total number of participants at the beginning of the plan year | **5** | 5725 |
| **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)** | 3966 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 3680 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 763 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c** | **6d** | 4443 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 3 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 4446 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 2251 |
| **h** Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 297 |
| **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:

2F 2G 2J 2K 2S 3D 3H 2E

**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 2017 Form M-1 annual report. If the plan was not required to file the 2017 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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

**2017**

**This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TITLEMAX OF GEORGIA, INC.

**D** Employer Identification Number (EIN)
58-2547327

## 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)

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 | 45540 | Yes [X] No [ ] | Yes [X] No [ ] | 0 | Yes [X] No [ ] |

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

WINDHAM BRANNON, PC

58-1763439

| (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 | 15000 | Yes [ ] No [X] | Yes [ ] No [ ] | | Yes [ ] No [ ] |

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

MORGAN STANLEY SMITH BARNEY

26-4310632

| (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? |
|---|---|---|---|---|---|---|
| 55 | ADVISOR | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 49186 | Yes [ ] No [X] |

**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)

NATIONAL FINANCIAL SERVICES LLC

04-3523567

| (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? |
|---|---|---|---|---|---|---|
| 61 | PAYING AGENT | 0 | Yes [X] No [ ] | Yes [X] No [ ] | 65 | Yes [ ] No [X] |

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

MORGAN STANLEY SMITH BARNEY LLC

HARBORSIDE FINANCIAL CTR
PLAZA 2 2ND FL
JERSEY CITY, NJ 07311

| (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? |
|---|---|---|---|---|---|---|
| 99 | ADVISOR | 0 | Yes [X] No [ ] | Yes [ ] No [X] | 238 | Yes [ ] No [X] |

**(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 |
|---|---|---|
| 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. |
|---|---|
| AB DISC GRTH A - ALLIANCEBERNSTEIN<br><br>52-2269240 | 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. |
|---|---|---|
| AB SM CAP GRTH A - ALLIANCEBERNSTE | 18, RUE EUGENE RUPPERT<br>LUXEMBOURG, LU L-2453 LU | 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. |
|---|---|---|
| COL DIVIDEND OPP A - COLUMBIA MGT | PO BOX 8081<br>BOSTON, MA 02266 | 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. |
|---|---|
| EV HIGH INCOME OPP A - BNY MELLON<br>P.O. BOX 9793<br>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. |
|---|---|
| FRANKLIN BALANCED A - FRANKLIN TEM<br><br>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 EM MKT EQ INS A - GOLDMAN, SACH<br><br>13-5108880 | 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. |
|---|---|
| JPM LTD DUR BOND A - BOSTON FINANC<br>P.O. BOX 8480<br>BOSTON, MA 02266 | 0.05% |

| **(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. |
|---|---|
| MFS CORP BOND R3 - MFS SERVICE CEN<br>04-2865649 | 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. |
|---|---|
| NB MDCP INTR VAL TR - STATE STREET<br>04-0025081 | 0.35% |

## 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. |
|---|---|---|
| NUVEEN SM CP VAL A - BOSTON FINANC | P.O. BOX 8480<br>BOSTON, MA 02266 | 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. |
|---|---|---|
| OPP INTL SM MID CO A - OFI GLOBAL | 225 LIBERTY STREET<br>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. |
|---|---|---|
| OPPHMR GLOBAL OPP A - OFI GLOBAL A | 225 LIBERTY STREET<br>NEW YORK, NY 10281 | 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. |
|---|---|---|
| PIF LGCP GRTH I R3 - PRINCIPAL SHA | 711 HIGH ST<br>DES MOINES, IA 50392 | 0.30% |

| **(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. |
|---|---|---|
| PIM RE REAL RET A - DST ASSET MANA | P.O. BOX 8406<br>BOSTON, MA 02266 | 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. |
|---|---|---|
| PIM SP INTL US H A - DST ASSET MAN | P.O. BOX 8406<br>BOSTON, MA 02266 | 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. |
|---|---|
| PUTNAM DIVERSE INC A - PUTNAM INVE<br><br>04-2539562 | 0.25% |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| MORGAN STANLEY SMITH BARNEY | 55 | 49186 |

| **(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. |
|---|---|
| NATIONAL FINANCIAL SERVICES LLC<br><br>04-3523567 | |

| **(a)** Enter service provider name as it appears on line 2 | **(b)** Service Codes (see instructions) | **(c)** Enter amount of indirect compensation |
|---|---|---|
| | | |

| **(d)** Enter name and EIN (address) of source of indirect compensation | **(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---|---|
| | |

## Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

| | |
|---|---|
| **a** Name: | **b** EIN: |
| **c** Position: | |
| **d** Address: | **e** Telephone: |

Explanation:

# SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

## Financial Information

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

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

OMB No. 1210-0110

**2017**

**This Form is Open to Public Inspection**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TITLEMAX OF GEORGIA, INC.

**D** Employer Identification Number (EIN)
58-2547327

## 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) | 690167 | 800476 |
| **(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) | 955001 | 927929 |
| **(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) | 17359938 | 21731156 |
| **(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** | 19005106 | 23459561 |
| | **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** | 19005106 | 23459561 |

## 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)** | 1174296 | |
| | **(B)** Participants | **2a(1)(B)** | 4502896 | |
| | **(C)** Others (including rollovers) | **2a(1)(C)** | 711977 | |
| | **(2)** Noncash contributions | **2a(2)** | 0 | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | **2a(3)** | | 6389169 |
| **b** | **Earnings on investments:** | | | |
| | **(1)** Interest: | | | |
| | **(A)** Interest-bearing cash (including money market accounts and certificates of deposit) | **2b(1)(A)** | 244 | |
| | **(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)** | 35765 | |
| | **(F)** Other | **2b(1)(F)** | 0 | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | **2b(1)(G)** | | 36009 |
| | **(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)** | 983383 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | **2b(2)(D)** | | 983383 |
| | **(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) | | 2680501 |
| c Other income | 2c | | 0 |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 10089062 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 5232866 | |
| (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) | | 5232866 |
| f Corrective distributions (see instructions) | 2f | | 341704 |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | -1063 |
| 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) | 61100 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 61100 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 5634607 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 4454455 |
| 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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

**(1)** Name: WINDHAM BRANNON, PC **(2)** EIN: 58-1763439

**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 | | 2834315 |
| **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 | |

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

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

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

**5c** 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.)

# 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

**2017**

**This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

**A** Name of plan
TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN

**B** Three-digit plan number (PN) ▶ 001

**C** Plan sponsor's name as shown on line 2a of Form 5500
TITLEMAX OF GEORGIA, INC.

**D** Employer Identification Number (EIN)
58-2547327

## 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 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): _____

---

**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):

# TitleMax Employee's Incentive Savings Plan

# Financial Statements

**December 31, 2017 and 2016**

# TitleMax Employee's Incentive Savings Plan

## Table of Contents
## December 31, 2017 and 2016


**Independent Auditor's Report** 1

**Financial Statements**

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

**Supplemental Schedules**

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

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions 13

WINDHAM BRANNON, P.C.

# INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and participants of
TitleMax Employee's Incentive Savings Plan

**Report on the Financial Statements**
We were engaged to audit the accompanying financial statements of **TitleMax Employee's Incentive Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, 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. 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. 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 (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), 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 custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the custodian 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**
The supplemental schedules, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2017 and supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2017 are required by the DOL Rules and Regulations under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

**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 schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations under ERISA.

Wyndham Brannan, P.C.

June 5, 2018 Certified Public Accountants

# TitleMax Employee's Incentive Savings Plan

## Statements of Net Assets Available for Benefits
## December 31, 2017 and 2016

| | 2017 | 2016 |
|---|---|---|
| **Assets** | | |
| **Investments, at fair value** | | |
| Mutual funds | **$ 21,731,156** | $ 17,359,938 |
| Money market fund | **800,476** | 690,167 |
| **Total investments** | **22,531,632** | 18,050,105 |
| **Receivables** | | |
| Employer contributions | **861,182** | 1,166,476 |
| Notes receivable from participants | **949,727** | 984,588 |
| **Total receivables** | **1,810,909** | 2,151,064 |
| **Total assets** | **24,342,541** | 20,201,169 |
| **Liabilities** | | |
| Excess contributions | **227,504** | 326,476 |
| **Net assets available for benefits** | **$ 24,115,037** | $ 19,874,693 |

The accompanying notes are an integral part of these financial statements.

# TitleMax Employee's Incentive Savings Plan

## Statement of Changes in Net Assets Available for Benefits
### For the Year Ended December 31, 2017

| | | |
|---|---|---|
| **Additions** | | |
| Investment income: | | |
| Net change in fair value of investments | **$** | **3,666,818** |
| Interest on notes receivable from participants | | **36,990** |
| Contributions: | | |
| Participants | | **4,290,781** |
| Employer, net of forfeitures | | **853,615** |
| Rollovers | | **711,977** |
| Total contributions | | **5,856,373** |
| **Total additions** | | **9,560,181** |
| **Deductions** | | |
| Benefits paid to participants | | **5,258,737** |
| Administrative expenses | | **61,100** |
| **Total deductions** | | **5,319,837** |
| **Net increase** | | **4,240,344** |
| **Net assets available for benefits** | | |
| Beginning of year | | **19,874,693** |
| **End of year** | **$** | **24,115,037** |

The accompanying notes are an integral part of these financial statements.

### 1. Description of Plan

The following description of the TitleMax Employee's Incentive Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document, copies of which are available from the plan administrator, for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all eligible employees of TitleMax of Georgia, Inc. and adopting affiliate employers (the Company or Plan Sponsor). Employees are eligible to participate after two consecutive months of service. Participants must complete one year of service, work 1,000 hours of service in the Plan year, and be employed on the last day of the Plan year to be eligible for Company matching contributions and qualified non-elective contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions**

Participants may make pre-tax or after-tax contributions of up to 50% of their eligible compensation as defined by the Plan, not to exceed a maximum of $18,000, plus an additional $6,000 for participants over age 50, in 2017. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers).

The Company provides a matching contribution of 50% of the first 6% of compensation. The Company may also make qualified non-elective contributions. For the year ended December 31, 2016, the Company made qualified non-elective contributions of $178,952. Qualified non-elective contributions remitted relate to corrective contributions.

**Participant Accounts**

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with transaction fees for services received by the participant. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one money market fund and 32 mutual funds as investment options for participants. Participants may change their investment options daily. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. As of December 31, 2017, approximately 17% of participants with account balances were no longer employees of the Company.

### Vesting

Participants are immediately vested in their participant contributions and qualified non-elective contributions, plus actual earnings thereon. For Company match, participants vest 20% per year, beginning after 2 years of service and, are fully vested after 6 years of service.

### Notes Receivable from Participants

Participants may borrow from their accounts up to $50,000 or 50% of the participant's vested balance reduced by the highest outstanding loan balance from the participant account during the prior twelve-month period. Loans are typically made for a period not exceeding five years, or ten years if used for the purchase of a primary residence. The loans bear interest at the prime rate plus 1%, and are secured by the balance in the participant's account. During 2016, loans had fixed rates ranging from 4.25% to 6.00%. Principal and interest are paid through payroll deductions. During 2017, there was $21,798 in defaulted participant loans. In accordance with the Plan document, these loans are deemed distributions and are reported as benefits paid to participants in the accompanying statement of changes in net assets available for benefits.

### Payment of Benefits

At the time of death, disability, termination of service, or retirement, the participant or their beneficiary may receive payment of the vested interest in their account in the form of a lump-sum or installment distribution. The participant's contributions may also be withdrawn for certain hardship situations. Participants may withdraw the vested interest in their account upon attainment of age 59½.

### Administrative Expenses

Certain transaction fees for withdrawals and loans are charged directly to the participant. Investment related expenses are included in net change in fair value of mutual funds. Recordkeeping fees are paid by the Plan. All other administrative expenses of the Plan were paid by the Company in 2017. These expenses include, but are not limited to, legal and accounting.

### Forfeited Accounts

At December 31, 2017 and 2016, forfeited accounts totaled $497,050 and $281,301, respectively. These accounts may be used to pay Plan administrative expenses or to reduce Company contributions. During 2017, approximately $436,867 was forfeited from participant accounts. The Plan used $290,794 in 2017 to reduce employer matching contributions.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

### Contributions

Contributions from Plan participants and the matching contributions from the Company are recorded in the year in which the participant contributions are withheld. Qualified non-elective contributions are recognized upon authorization. Participant contributions in excess of amounts allowed by regulation are recorded as a liability with a corresponding reduction in contributions.

### Valuation of Investments

The Plan's investments are stated 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.

Net change in fair value of investments includes interest, dividends and realized and unrealized gains and losses on those investments. Interest income is recorded when received.

### Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance. Interest income is recognized when received. No allowance for credit losses has been recorded as of December 31, 2017 or 2016. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits**

Benefits are recorded when paid.

**Subsequent Events**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through June 5, 2018, which is the date the financial statements were available to be issued.

## 3. Information Certified by the Custodian

All information regarding investments and notes receivable from participants, including investments held and notes receivable from participants at December 31, 2017 and 2016, and the net change in fair value of investments and interest income for the year ended December 31, 2017, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the Plan's custodian.

## 4. Investments

Certain Plan investments are mutual funds and a money market fund managed by Fidelity, the custodian of the Plan. Accordingly, transactions in these investments qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net change in fair value of investments as they are paid through revenue sharing rather than a direct payment.

Investments are exposed to various risks, such as market, currency, interest rate and credit risks. It is at least reasonably possible that changes in their fair value will occur in the near term and that such changes could materially affect participants' account balances.

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities, and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are described as follows:

> Level 1 – unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access

Level 2 – other observable data, including quoted prices for identical assets or liabilities in inactive markets

Level 3 – unobservable inputs

Observable inputs are those based on market data obtained from sources independent of the Plan, and unobservable inputs reflect the Plan's own assumptions based on the best information available. The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level but rather the degree of judgment used in determining those values.

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, 2017 and 2016.

Investments in mutual funds and the money market fund are stated at quoted market prices for the identical security in an active market (Level 1).

The following table summarizes the Plan's investments based on the inputs used to determine their values as of December 31, 2017 and 2016:

| | Level 1 | |
|---|---|---|
| | **2017** | 2016 |
| Mutual funds | **$ 21,731,156** | $ 17,359,938 |
| Money market fund | **800,476** | 690,167 |
| **Total** | **$ 22,531,632** | $ 18,050,105 |

## 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their employer contributions.

## 6. Income Tax Status

The Plan is operating under a Volume Submitter Defined Contribution Plan offered by Fidelity Management & Research Co (Fidelity Management), an affiliate of Fidelity. The Internal Revenue Service has determined and informed Fidelity Management by a letter dated March 31, 2014 that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. The plan administrator believes the Plan has no income subject to unrelated business income tax. The Plan's income tax

returns for the past three years are subject to examination by taxing authorities and may change upon examination.

## 7. Reconciliation of Financial Statements to Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2017 and 2016 and the increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2017:

| | **2017** | 2016 |
|---|---|---|
| Net assets available for benefits per the financial statements | **$24,115,037** | $19,874,693 |
| Corrective excess contributions | **227,504** | 326,476 |
| Employer contributions receivable | **(861,182)** | (1,166,476) |
| Deemed distribution | **(21,798)** | (29,587) |
| Net assets per form 5500 | **$23,459,561** | $19,005,106 |

| | **2017** |
|---|---|
| Increase in net assets available for benefits per the financial statements | **$4,240,344** |
| Add: Prior year contributions receivable | **1,166,476** |
| Less: Current year contributions receivable | **(861,182)** |
| Less: Prior year excess contributions payable | **(326,476)** |
| Add: Current year excess contributions payable | **227,504** |
| Add: Current year change in deemed distributions | **7,789** |
| Net increase in net assets available for benefits per the Form 5500 | **$4,454,455** |

Contributions are recorded when earned on the financial statements and when paid on the Form 5500. Delinquent participant loans are considered to be deemed distributions on the Form 5500 in the year they become delinquent but remain as assets held for investment purposes on the financial statements until they become uncollectible.

**8. Prohibited Transactions**

The Company failed to deposit $2,834,315 of participant deferrals and loan payments within the required time frame as stated by the DOL for the Plan years ending from December 31, 2011 to 2017. The DOL considers late deposits to be prohibited transactions. During 2017, the Company filed form 5330, deposited lost earnings, and paid applicable excise tax for all late deposits.

Schedule H, Line 4i - Schedule of Assets (Held at End of year)

Total Plan Assets as of 12/31/2017

| | Fund Name | Share Balance 12/31/2017 | Historical Cost | Price | Total Market Value |
|---|---|---|---|---|---|
| | PIM SP INTL US$H A | 29,741.958 | $219,817.34 | $8.07 | $240,017.60 |
| | PIM RE REAL RET A | 23,836.245 | $184,062.23 | $7.61 | $181,393.82 |
| | AB SM CAP GRTH A | 4,175.129 | $189,208.57 | $51.56 | $215,269.65 |
| | OPPHMR GLOBAL OPP A | 6,234.455 | $328,070.71 | $68.54 | $427,309.55 |
| | EV HIGH INCOME OPP A | 26,242.315 | $118,501.33 | $4.53 | $118,877.69 |
| | NUVEEN SM CP VAL A | 6,117.461 | $139,545.00 | $25.71 | $157,279.92 |
| | JPM LTD DUR BOND A | 4,428.696 | $44,263.74 | $10.01 | $44,331.25 |
| | PUTNAM DIVERSE INC A | 7,619.008 | $55,537.65 | $7.06 | $53,790.20 |
| | OPP INTL SM MID CO A | 8,291.743 | $315,322.97 | $49.55 | $410,855.87 |
| | NB MDCP INTR VAL TR | 5,942.421 | $105,128.26 | $18.49 | $109,875.36 |
| | AB DISC GRTH A | 21,761.954 | $198,197.49 | $10.86 | $236,334.82 |
| | MFS CORP BOND R3 | 12,052.749 | $167,673.82 | $14.14 | $170,425.87 |
| | GS EM MKT EQ INS A | 4,844.331 | $44,879.17 | $10.75 | $52,076.56 |
| | FRANKLIN BALANCED A | 6,960.884 | $81,047.82 | $12.34 | $85,897.31 |
| | COL DIVIDEND OPP A | 27,879.835 | $267,672.97 | $9.69 | $270,155.60 |
| | PIF LGCP GRTH I R3 | 20,552.718 | $241,400.58 | $13.22 | $271,706.93 |
| * | FID TREAS MM DM CL | 800,475.690 | $800,475.69 | $1.00 | $800,475.69 |
| * | FA FREEDOM 2010 A | 5,291.912 | $65,127.00 | $12.49 | $66,095.98 |
| * | FA FREEDOM 2020 A | 79,851.085 | $1,040,068.61 | $13.79 | $1,101,146.46 |
| * | FA FREEDOM 2030 A | 120,978.287 | $1,653,691.51 | $15.03 | $1,818,303.65 |
| * | FA FREEDOM 2040 A | 174,992.364 | $2,460,724.09 | $15.76 | $2,757,879.66 |
| * | FA FREEDOM INC A | 7,689.190 | $84,092.81 | $11.10 | $85,350.01 |
| * | FA FREEDOM 2005 A | 13,017.975 | $150,774.02 | $12.00 | $156,215.70 |
| * | FA FREEDOM 2015 A | 2,122.120 | $26,104.55 | $12.66 | $26,866.04 |
| * | FA FREEDOM 2025 A | 123,162.687 | $1,553,251.09 | $13.82 | $1,702,108.33 |
| * | FA FREEDOM 2035 A | 179,901.461 | $2,338,689.77 | $14.72 | $2,648,149.51 |
| * | FID 500 INDEX PR | 14,034.803 | $1,068,943.06 | $93.45 | $1,311,552.34 |
| * | FA FREEDOM 2045 A | 224,709.727 | $2,463,429.86 | $12.27 | $2,757,188.35 |
| * | FA FREEDOM 2050 A | 137,538.823 | $1,505,690.43 | $12.23 | $1,682,099.81 |
| * | FA FREEDOM 2055 A | 88,508.127 | $1,057,707.30 | $13.44 | $1,189,549.23 |
| * | FID MID CAP IDX PR | 35,400.886 | $632,313.78 | $20.98 | $742,710.59 |
| * | FID SM CAP IDX PR | 24,059.738 | $415,420.80 | $20.32 | $488,893.88 |
| * | FA FREEDOM 2060 A | 12,705.379 | $138,833.91 | $11.92 | $151,448.12 |
| * | OUTSTANDING LOAN BALANCE | Interest rates from 4.25% - 6.00% | | | $927,927.15 |
| | | | | NET ASSETS 12/31/2017: | $23,459,558.50 |

* Indicates a party-in-interest to the Plan

# TitleMax Employee's Incentive Savings Plan

## Schedule H, Line 4a-
## Schedule of Delinquent Participant Contributions
## EIN: 58-2547327 Plan: 001
## For the Year Ended December 31, 2017

| Participant Contributions Transferred Late to Plan | Contributions Not corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | Total Fully Corrected Under VCFP and PTE 2002-51 |
|---|---|---|---|---|
| 2017 | $ - | $ 5,260 | $ - | $ - |
| 2016 | - | 23,154 | - | - |
| 2015 | - | - | - | 158,298 |
| 2014 | - | 22,936 | - | 107,050 |
| 2013 | - | 995,542 | - | - |
| 2012 | - | 834,096 | - | - |
| 2011 | - | 687,979 | - | - |
| **Total** | **$ -** | **$ 2,568,967** | **$ -** | **$ 265,348** |

# TitleMax Employee's Incentive Savings Plan

# Financial Statements

**December 31, 2017 and 2016**

# TitleMax Employee's Incentive Savings Plan

## Table of Contents
## December 31, 2017 and 2016


**Independent Auditor's Report** 1

**Financial Statements**

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

**Supplemental Schedules**

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

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions 13

WINDHAM BRANNON, P.C.

# INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and participants of
TitleMax Employee's Incentive Savings Plan

**Report on the Financial Statements**
We were engaged to audit the accompanying financial statements of **TitleMax Employee's Incentive Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, and the related notes to the financial statements.

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**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. 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.

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Wyndham Brannan, P.C.

June 5, 2018 Certified Public Accountants

# TitleMax Employee's Incentive Savings Plan

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## December 31, 2017 and 2016

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### For the Year Ended December 31, 2017

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| Rollovers | | **711,977** |
| Total contributions | | **5,856,373** |
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| Benefits paid to participants | | **5,258,737** |
| Administrative expenses | | **61,100** |
| **Total deductions** | | **5,319,837** |
| **Net increase** | | **4,240,344** |
| **Net assets available for benefits** | | |
| Beginning of year | | **19,874,693** |
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**Contributions**

Participants may make pre-tax or after-tax contributions of up to 50% of their eligible compensation as defined by the Plan, not to exceed a maximum of $18,000, plus an additional $6,000 for participants over age 50, in 2017. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers).

The Company provides a matching contribution of 50% of the first 6% of compensation. The Company may also make qualified non-elective contributions. For the year ended December 31, 2016, the Company made qualified non-elective contributions of $178,952. Qualified non-elective contributions remitted relate to corrective contributions.

**Participant Accounts**

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with transaction fees for services received by the participant. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one money market fund and 32 mutual funds as investment options for participants. Participants may change their investment options daily. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. As of December 31, 2017, approximately 17% of participants with account balances were no longer employees of the Company.

### Vesting

Participants are immediately vested in their participant contributions and qualified non-elective contributions, plus actual earnings thereon. For Company match, participants vest 20% per year, beginning after 2 years of service and, are fully vested after 6 years of service.

### Notes Receivable from Participants

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### Payment of Benefits

At the time of death, disability, termination of service, or retirement, the participant or their beneficiary may receive payment of the vested interest in their account in the form of a lump-sum or installment distribution. The participant's contributions may also be withdrawn for certain hardship situations. Participants may withdraw the vested interest in their account upon attainment of age 59½.

### Administrative Expenses

Certain transaction fees for withdrawals and loans are charged directly to the participant. Investment related expenses are included in net change in fair value of mutual funds. Recordkeeping fees are paid by the Plan. All other administrative expenses of the Plan were paid by the Company in 2017. These expenses include, but are not limited to, legal and accounting.

### Forfeited Accounts

At December 31, 2017 and 2016, forfeited accounts totaled $497,050 and $281,301, respectively. These accounts may be used to pay Plan administrative expenses or to reduce Company contributions. During 2017, approximately $436,867 was forfeited from participant accounts. The Plan used $290,794 in 2017 to reduce employer matching contributions.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

### Contributions

Contributions from Plan participants and the matching contributions from the Company are recorded in the year in which the participant contributions are withheld. Qualified non-elective contributions are recognized upon authorization. Participant contributions in excess of amounts allowed by regulation are recorded as a liability with a corresponding reduction in contributions.

### Valuation of Investments

The Plan's investments are stated 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.

Net change in fair value of investments includes interest, dividends and realized and unrealized gains and losses on those investments. Interest income is recorded when received.

### Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance. Interest income is recognized when received. No allowance for credit losses has been recorded as of December 31, 2017 or 2016. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**Payment of Benefits**

Benefits are recorded when paid.

**Subsequent Events**

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through June 5, 2018, which is the date the financial statements were available to be issued.

## 3. Information Certified by the Custodian

All information regarding investments and notes receivable from participants, including investments held and notes receivable from participants at December 31, 2017 and 2016, and the net change in fair value of investments and interest income for the year ended December 31, 2017, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the Plan's custodian.

## 4. Investments

Certain Plan investments are mutual funds and a money market fund managed by Fidelity, the custodian of the Plan. Accordingly, transactions in these investments qualify as party-in-interest transactions. Fees incurred by the Plan for investment management services are included in net change in fair value of investments as they are paid through revenue sharing rather than a direct payment.

Investments are exposed to various risks, such as market, currency, interest rate and credit risks. It is at least reasonably possible that changes in their fair value will occur in the near term and that such changes could materially affect participants' account balances.

The Financial Accounting Standards Board established a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities, and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are described as follows:

> Level 1 – unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access

Level 2 – other observable data, including quoted prices for identical assets or liabilities in inactive markets

Level 3 – unobservable inputs

Observable inputs are those based on market data obtained from sources independent of the Plan, and unobservable inputs reflect the Plan's own assumptions based on the best information available. The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level but rather the degree of judgment used in determining those values.

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, 2017 and 2016.

Investments in mutual funds and the money market fund are stated at quoted market prices for the identical security in an active market (Level 1).

The following table summarizes the Plan's investments based on the inputs used to determine their values as of December 31, 2017 and 2016:

| | Level 1 | |
|---|---|---|
| | **2017** | 2016 |
| Mutual funds | **$ 21,731,156** | $ 17,359,938 |
| Money market fund | **800,476** | 690,167 |
| **Total** | **$ 22,531,632** | $ 18,050,105 |

## 5. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become fully vested in their employer contributions.

## 6. Income Tax Status

The Plan is operating under a Volume Submitter Defined Contribution Plan offered by Fidelity Management & Research Co (Fidelity Management), an affiliate of Fidelity. The Internal Revenue Service has determined and informed Fidelity Management by a letter dated March 31, 2014 that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. The plan administrator believes the Plan has no income subject to unrelated business income tax. The Plan's income tax

returns for the past three years are subject to examination by taxing authorities and may change upon examination.

## 7. Reconciliation of Financial Statements to Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2017 and 2016 and the increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2017:

| | **2017** | 2016 |
|---|---|---|
| Net assets available for benefits per the financial statements | **$24,115,037** | $19,874,693 |
| Corrective excess contributions | **227,504** | 326,476 |
| Employer contributions receivable | **(861,182)** | (1,166,476) |
| Deemed distribution | **(21,798)** | (29,587) |
| Net assets per form 5500 | **$23,459,561** | $19,005,106 |

| | **2017** |
|---|---|
| Increase in net assets available for benefits per the financial statements | **$4,240,344** |
| Add: Prior year contributions receivable | **1,166,476** |
| Less: Current year contributions receivable | **(861,182)** |
| Less: Prior year excess contributions payable | **(326,476)** |
| Add: Current year excess contributions payable | **227,504** |
| Add: Current year change in deemed distributions | **7,789** |
| Net increase in net assets available for benefits per the Form 5500 | **$4,454,455** |

Contributions are recorded when earned on the financial statements and when paid on the Form 5500. Delinquent participant loans are considered to be deemed distributions on the Form 5500 in the year they become delinquent but remain as assets held for investment purposes on the financial statements until they become uncollectible.

**8. Prohibited Transactions**

The Company failed to deposit $2,834,315 of participant deferrals and loan payments within the required time frame as stated by the DOL for the Plan years ending from December 31, 2011 to 2017. The DOL considers late deposits to be prohibited transactions. During 2017, the Company filed form 5330, deposited lost earnings, and paid applicable excise tax for all late deposits.

Schedule H, Line 4i - Schedule of Assets (Held at End of year)

Total Plan Assets as of 12/31/2017

| | Fund Name | Share Balance 12/31/2017 | Historical Cost | Price | Total Market Value |
|---|---|---|---|---|---|
| | PIM SP INTL US$H A | 29,741.958 | $219,817.34 | $8.07 | $240,017.60 |
| | PIM RE REAL RET A | 23,836.245 | $184,062.23 | $7.61 | $181,393.82 |
| | AB SM CAP GRTH A | 4,175.129 | $189,208.57 | $51.56 | $215,269.65 |
| | OPPHMR GLOBAL OPP A | 6,234.455 | $328,070.71 | $68.54 | $427,309.55 |
| | EV HIGH INCOME OPP A | 26,242.315 | $118,501.33 | $4.53 | $118,877.69 |
| | NUVEEN SM CP VAL A | 6,117.461 | $139,545.00 | $25.71 | $157,279.92 |
| | JPM LTD DUR BOND A | 4,428.696 | $44,263.74 | $10.01 | $44,331.25 |
| | PUTNAM DIVERSE INC A | 7,619.008 | $55,537.65 | $7.06 | $53,790.20 |
| | OPP INTL SM MID CO A | 8,291.743 | $315,322.97 | $49.55 | $410,855.87 |
| | NB MDCP INTR VAL TR | 5,942.421 | $105,128.26 | $18.49 | $109,875.36 |
| | AB DISC GRTH A | 21,761.954 | $198,197.49 | $10.86 | $236,334.82 |
| | MFS CORP BOND R3 | 12,052.749 | $167,673.82 | $14.14 | $170,425.87 |
| | GS EM MKT EQ INS A | 4,844.331 | $44,879.17 | $10.75 | $52,076.56 |
| | FRANKLIN BALANCED A | 6,960.884 | $81,047.82 | $12.34 | $85,897.31 |
| | COL DIVIDEND OPP A | 27,879.835 | $267,672.97 | $9.69 | $270,155.60 |
| | PIF LGCP GRTH I R3 | 20,552.718 | $241,400.58 | $13.22 | $271,706.93 |
| * | FID TREAS MM DM CL | 800,475.690 | $800,475.69 | $1.00 | $800,475.69 |
| * | FA FREEDOM 2010 A | 5,291.912 | $65,127.00 | $12.49 | $66,095.98 |
| * | FA FREEDOM 2020 A | 79,851.085 | $1,040,068.61 | $13.79 | $1,101,146.46 |
| * | FA FREEDOM 2030 A | 120,978.287 | $1,653,691.51 | $15.03 | $1,818,303.65 |
| * | FA FREEDOM 2040 A | 174,992.364 | $2,460,724.09 | $15.76 | $2,757,879.66 |
| * | FA FREEDOM INC A | 7,689.190 | $84,092.81 | $11.10 | $85,350.01 |
| * | FA FREEDOM 2005 A | 13,017.975 | $150,774.02 | $12.00 | $156,215.70 |
| * | FA FREEDOM 2015 A | 2,122.120 | $26,104.55 | $12.66 | $26,866.04 |
| * | FA FREEDOM 2025 A | 123,162.687 | $1,553,251.09 | $13.82 | $1,702,108.33 |
| * | FA FREEDOM 2035 A | 179,901.461 | $2,338,689.77 | $14.72 | $2,648,149.51 |
| * | FID 500 INDEX PR | 14,034.803 | $1,068,943.06 | $93.45 | $1,311,552.34 |
| * | FA FREEDOM 2045 A | 224,709.727 | $2,463,429.86 | $12.27 | $2,757,188.35 |
| * | FA FREEDOM 2050 A | 137,538.823 | $1,505,690.43 | $12.23 | $1,682,099.81 |
| * | FA FREEDOM 2055 A | 88,508.127 | $1,057,707.30 | $13.44 | $1,189,549.23 |
| * | FID MID CAP IDX PR | 35,400.886 | $632,313.78 | $20.98 | $742,710.59 |
| * | FID SM CAP IDX PR | 24,059.738 | $415,420.80 | $20.32 | $488,893.88 |
| * | FA FREEDOM 2060 A | 12,705.379 | $138,833.91 | $11.92 | $151,448.12 |
| * | OUTSTANDING LOAN BALANCE | Interest rates from 4.25% - 6.00% | | | $927,927.15 |
| | | | | NET ASSETS 12/31/2017: | $23,459,558.50 |

* Indicates a party-in-interest to the Plan

# TitleMax Employee's Incentive Savings Plan

## Schedule H, Line 4a-
## Schedule of Delinquent Participant Contributions
## EIN: 58-2547327 Plan: 001
## For the Year Ended December 31, 2017

| Participant Contributions Transferred Late to Plan | Contributions Not corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | Total Fully Corrected Under VCFP and PTE 2002-51 |
|---|---|---|---|---|
| 2017 | $ - | $ 5,260 | $ - | $ - |
| 2016 | - | 23,154 | - | - |
| 2015 | - | - | - | 158,298 |
| 2014 | - | 22,936 | - | 107,050 |
| 2013 | - | 995,542 | - | - |
| 2012 | - | 834,096 | - | - |
| 2011 | - | 687,979 | - | - |
| **Total** | **$ -** | **$ 2,568,967** | **$ -** | **$ 265,348** |

# TitleMax Employee's Incentive Savings Plan

# Financial Statements

**December 31, 2017 and 2016**

# TitleMax Employee's Incentive Savings Plan

## Table of Contents
## December 31, 2017 and 2016


**Independent Auditor's Report** 1

**Financial Statements**

Statements of Net Assets Available for Benefits 3

Statement of Changes in Net Assets Available for Benefits 4

Notes to Financial Statements 5

**Supplemental Schedules**

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

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions 13

WINDHAM BRANNON, P.C.

# INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee and participants of
TitleMax Employee's Incentive Savings Plan

**Report on the Financial Statements**
We were engaged to audit the accompanying financial statements of **TitleMax Employee's Incentive Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017, 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. 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. 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 (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), 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 custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by the custodian 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**
The supplemental schedules, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2017 and supplemental schedule H, line 4a – schedule of delinquent participant contributions for the year ended December 31, 2017 are required by the DOL Rules and Regulations under ERISA and are presented for the purpose of additional analysis and are 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 these supplemental schedules.

**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 schedules, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL Rules and Regulations under ERISA.

Wyndham Brannan, P.C.

June 5, 2018 Certified Public Accountants

# TitleMax Employee's Incentive Savings Plan

## Statements of Net Assets Available for Benefits
## December 31, 2017 and 2016

| | 2017 | 2016 |
|---|---|---|
| **Assets** | | |
| **Investments, at fair value** | | |
| Mutual funds | **$ 21,731,156** | $ 17,359,938 |
| Money market fund | **800,476** | 690,167 |
| **Total investments** | **22,531,632** | 18,050,105 |
| **Receivables** | | |
| Employer contributions | **861,182** | 1,166,476 |
| Notes receivable from participants | **949,727** | 984,588 |
| **Total receivables** | **1,810,909** | 2,151,064 |
| **Total assets** | **24,342,541** | 20,201,169 |
| **Liabilities** | | |
| Excess contributions | **227,504** | 326,476 |
| **Net assets available for benefits** | **$ 24,115,037** | $ 19,874,693 |

The accompanying notes are an integral part of these financial statements.

# TitleMax Employee's Incentive Savings Plan

## Statement of Changes in Net Assets Available for Benefits
### For the Year Ended December 31, 2017

| | | |
|---|---|---|
| **Additions** | | |
| Investment income: | | |
| Net change in fair value of investments | **$** | **3,666,818** |
| Interest on notes receivable from participants | | **36,990** |
| Contributions: | | |
| Participants | | **4,290,781** |
| Employer, net of forfeitures | | **853,615** |
| Rollovers | | **711,977** |
| Total contributions | | **5,856,373** |
| **Total additions** | | **9,560,181** |
| **Deductions** | | |
| Benefits paid to participants | | **5,258,737** |
| Administrative expenses | | **61,100** |
| **Total deductions** | | **5,319,837** |
| **Net increase** | | **4,240,344** |
| **Net assets available for benefits** | | |
| Beginning of year | | **19,874,693** |
| **End of year** | **$** | **24,115,037** |

The accompanying notes are an integral part of these financial statements.

### 1. Description of Plan

The following description of the TitleMax Employee's Incentive Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document, copies of which are available from the plan administrator, for a more complete description of the Plan's provisions.

**General**

The Plan is a defined contribution plan covering all eligible employees of TitleMax of Georgia, Inc. and adopting affiliate employers (the Company or Plan Sponsor). Employees are eligible to participate after two consecutive months of service. Participants must complete one year of service, work 1,000 hours of service in the Plan year, and be employed on the last day of the Plan year to be eligible for Company matching contributions and qualified non-elective contributions. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

**Contributions**

Participants may make pre-tax or after-tax contributions of up to 50% of their eligible compensation as defined by the Plan, not to exceed a maximum of $18,000, plus an additional $6,000 for participants over age 50, in 2017. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers).

The Company provides a matching contribution of 50% of the first 6% of compensation. The Company may also make qualified non-elective contributions. For the year ended December 31, 2016, the Company made qualified non-elective contributions of $178,952. Qualified non-elective contributions remitted relate to corrective contributions.

**Participant Accounts**

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with transaction fees for services received by the participant. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one money market fund and 32 mutual funds as investment options for participants. Participants may change their investment options daily. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. As of December 31, 2017, approximately 17% of participants with account balances were no longer employees of the Company.

### Vesting

Participants are immediately vested in their participant contributions and qualified non-elective contributions, plus actual earnings thereon. For Company match, participants vest 20% per year, beginning after 2 years of service and, are fully vested after 6 years of service.

### Notes Receivable from Participants

Participants may borrow from their accounts up to $50,000 or 50% of the participant's vested balance reduced by the highest outstanding loan balance from the participant account during the prior twelve-month period. Loans are typically made for a period not exceeding five years, or ten years if used for the purchase of a primary residence. The loans bear interest at the prime rate plus 1%, and are secured by the balance in the participant's account. During 2016, loans had fixed rates ranging from 4.25% to 6.00%. Principal and interest are paid through payroll deductions. During 2017, there was $21,798 in defaulted participant loans. In accordance with the Plan document, these loans are deemed distributions and are reported as benefits paid to participants in the accompanying statement of changes in net assets available for benefits.

### Payment of Benefits

At the time of death, disability, termination of service, or retirement, the participant or their beneficiary may receive payment of the vested interest in their account in the form of a lump-sum or installment distribution. The participant's contributions may also be withdrawn for certain hardship situations. Participants may withdraw the vested interest in their account upon attainment of age 59½.

### Administrative Expenses

Certain transaction fees for withdrawals and loans are charged directly to the participant. Investment related expenses are included in net change in fair value of mutual funds. Recordkeeping fees are paid by the Plan. All other administrative expenses of the Plan were paid by the Company in 2017. These expenses include, but are not limited to, legal and accounting.

### Forfeited Accounts

At December 31, 2017 and 2016, forfeited accounts totaled $497,050 and $281,301, respectively. These accounts may be used to pay Plan administrative expenses or to reduce Company contributions. During 2017, approximately $436,867 was forfeited from participant accounts. The Plan used $290,794 in 2017 to reduce employer matching contributions.

## 2. Summary of Significant Accounting Policies

### Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

### Use of Estimates

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### Contributions

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### Valuation of Investments

The Plan's investments are stated 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.

Net change in fair value of investments includes interest, dividends and realized and unrealized gains and losses on those investments. Interest income is recorded when received.

### Notes Receivable from Participants

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Benefits are recorded when paid.

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> Level 1 – unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access

Level 2 – other observable data, including quoted prices for identical assets or liabilities in inactive markets

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Observable inputs are those based on market data obtained from sources independent of the Plan, and unobservable inputs reflect the Plan's own assumptions based on the best information available. The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level but rather the degree of judgment used in determining those values.

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Investments in mutual funds and the money market fund are stated at quoted market prices for the identical security in an active market (Level 1).

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| | Level 1 | |
|---|---|---|
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| Money market fund | **800,476** | 690,167 |
| **Total** | **$ 22,531,632** | $ 18,050,105 |

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The Plan is operating under a Volume Submitter Defined Contribution Plan offered by Fidelity Management & Research Co (Fidelity Management), an affiliate of Fidelity. The Internal Revenue Service has determined and informed Fidelity Management by a letter dated March 31, 2014 that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (IRC). The plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. The plan administrator believes the Plan has no income subject to unrelated business income tax. The Plan's income tax

returns for the past three years are subject to examination by taxing authorities and may change upon examination.

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The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2017 and 2016 and the increase in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2017:

| | **2017** | 2016 |
|---|---|---|
| Net assets available for benefits per the financial statements | **$24,115,037** | $19,874,693 |
| Corrective excess contributions | **227,504** | 326,476 |
| Employer contributions receivable | **(861,182)** | (1,166,476) |
| Deemed distribution | **(21,798)** | (29,587) |
| Net assets per form 5500 | **$23,459,561** | $19,005,106 |

| | **2017** |
|---|---|
| Increase in net assets available for benefits per the financial statements | **$4,240,344** |
| Add: Prior year contributions receivable | **1,166,476** |
| Less: Current year contributions receivable | **(861,182)** |
| Less: Prior year excess contributions payable | **(326,476)** |
| Add: Current year excess contributions payable | **227,504** |
| Add: Current year change in deemed distributions | **7,789** |
| Net increase in net assets available for benefits per the Form 5500 | **$4,454,455** |

Contributions are recorded when earned on the financial statements and when paid on the Form 5500. Delinquent participant loans are considered to be deemed distributions on the Form 5500 in the year they become delinquent but remain as assets held for investment purposes on the financial statements until they become uncollectible.

**8. Prohibited Transactions**

The Company failed to deposit $2,834,315 of participant deferrals and loan payments within the required time frame as stated by the DOL for the Plan years ending from December 31, 2011 to 2017. The DOL considers late deposits to be prohibited transactions. During 2017, the Company filed form 5330, deposited lost earnings, and paid applicable excise tax for all late deposits.

Schedule H, Line 4i - Schedule of Assets (Held at End of year)

Total Plan Assets as of 12/31/2017

| | Fund Name | Share Balance 12/31/2017 | Historical Cost | Price | Total Market Value |
|---|---|---|---|---|---|
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| | PIM RE REAL RET A | 23,836.245 | $184,062.23 | $7.61 | $181,393.82 |
| | AB SM CAP GRTH A | 4,175.129 | $189,208.57 | $51.56 | $215,269.65 |
| | OPPHMR GLOBAL OPP A | 6,234.455 | $328,070.71 | $68.54 | $427,309.55 |
| | EV HIGH INCOME OPP A | 26,242.315 | $118,501.33 | $4.53 | $118,877.69 |
| | NUVEEN SM CP VAL A | 6,117.461 | $139,545.00 | $25.71 | $157,279.92 |
| | JPM LTD DUR BOND A | 4,428.696 | $44,263.74 | $10.01 | $44,331.25 |
| | PUTNAM DIVERSE INC A | 7,619.008 | $55,537.65 | $7.06 | $53,790.20 |
| | OPP INTL SM MID CO A | 8,291.743 | $315,322.97 | $49.55 | $410,855.87 |
| | NB MDCP INTR VAL TR | 5,942.421 | $105,128.26 | $18.49 | $109,875.36 |
| | AB DISC GRTH A | 21,761.954 | $198,197.49 | $10.86 | $236,334.82 |
| | MFS CORP BOND R3 | 12,052.749 | $167,673.82 | $14.14 | $170,425.87 |
| | GS EM MKT EQ INS A | 4,844.331 | $44,879.17 | $10.75 | $52,076.56 |
| | FRANKLIN BALANCED A | 6,960.884 | $81,047.82 | $12.34 | $85,897.31 |
| | COL DIVIDEND OPP A | 27,879.835 | $267,672.97 | $9.69 | $270,155.60 |
| | PIF LGCP GRTH I R3 | 20,552.718 | $241,400.58 | $13.22 | $271,706.93 |
| * | FID TREAS MM DM CL | 800,475.690 | $800,475.69 | $1.00 | $800,475.69 |
| * | FA FREEDOM 2010 A | 5,291.912 | $65,127.00 | $12.49 | $66,095.98 |
| * | FA FREEDOM 2020 A | 79,851.085 | $1,040,068.61 | $13.79 | $1,101,146.46 |
| * | FA FREEDOM 2030 A | 120,978.287 | $1,653,691.51 | $15.03 | $1,818,303.65 |
| * | FA FREEDOM 2040 A | 174,992.364 | $2,460,724.09 | $15.76 | $2,757,879.66 |
| * | FA FREEDOM INC A | 7,689.190 | $84,092.81 | $11.10 | $85,350.01 |
| * | FA FREEDOM 2005 A | 13,017.975 | $150,774.02 | $12.00 | $156,215.70 |
| * | FA FREEDOM 2015 A | 2,122.120 | $26,104.55 | $12.66 | $26,866.04 |
| * | FA FREEDOM 2025 A | 123,162.687 | $1,553,251.09 | $13.82 | $1,702,108.33 |
| * | FA FREEDOM 2035 A | 179,901.461 | $2,338,689.77 | $14.72 | $2,648,149.51 |
| * | FID 500 INDEX PR | 14,034.803 | $1,068,943.06 | $93.45 | $1,311,552.34 |
| * | FA FREEDOM 2045 A | 224,709.727 | $2,463,429.86 | $12.27 | $2,757,188.35 |
| * | FA FREEDOM 2050 A | 137,538.823 | $1,505,690.43 | $12.23 | $1,682,099.81 |
| * | FA FREEDOM 2055 A | 88,508.127 | $1,057,707.30 | $13.44 | $1,189,549.23 |
| * | FID MID CAP IDX PR | 35,400.886 | $632,313.78 | $20.98 | $742,710.59 |
| * | FID SM CAP IDX PR | 24,059.738 | $415,420.80 | $20.32 | $488,893.88 |
| * | FA FREEDOM 2060 A | 12,705.379 | $138,833.91 | $11.92 | $151,448.12 |
| * | OUTSTANDING LOAN BALANCE | Interest rates from 4.25% - 6.00% | | | $927,927.15 |
| | | | | NET ASSETS 12/31/2017: | $23,459,558.50 |

* Indicates a party-in-interest to the Plan

# TitleMax Employee's Incentive Savings Plan

## Schedule H, Line 4a-
## Schedule of Delinquent Participant Contributions
## EIN: 58-2547327 Plan: 001
## For the Year Ended December 31, 2017

| Participant Contributions Transferred Late to Plan | Contributions Not corrected | Contributions Corrected Outside VFCP | Contributions Pending Correction in VFCP | Total Fully Corrected Under VCFP and PTE 2002-51 |
|---|---|---|---|---|
| 2017 | $ - | $ 5,260 | $ - | $ - |
| 2016 | - | 23,154 | - | - |
| 2015 | - | - | - | 158,298 |
| 2014 | - | 22,936 | - | 107,050 |
| 2013 | - | 995,542 | - | - |
| 2012 | - | 834,096 | - | - |
| 2011 | - | 687,979 | - | - |
| **Total** | **$ -** | **$ 2,568,967** | **$ -** | **$ 265,348** |