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
K.L. BREEDEN & SONS, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2011

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)

K.L. BREEDEN & SONS, LLC

104 WEST HIGH STREET
SUITE 100
TERRELL, TX 75160

2b Employer Identification Number (EIN)
26-3828887

2c Plan Sponsor's telephone number
972-563-2401

2d Business code (see instructions)
484120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2018	JERRY BIEDIGER
	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**	221
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)**	217
a(2) Total number of active participants at the end of the plan year	**6a(2)**	245
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	8
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	253
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	253
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	70
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(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)	[ ]	**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 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
K.L. BREEDEN & SONS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
K.L. BREEDEN & SONS, LLC

D Employer Identification Number (EIN)
26-3828887

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		7191
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	4871	9346
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	472541	719557
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	477412	736094
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		8837
k	Total liabilities (add all amounts in lines 1g through1j)	1k		8837
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	477412	727257

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)		
	(B) Participants	2a(1)(B)	159524	
	(C) Others (including rollovers)	2a(1)(C)	17873	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		177397
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	108	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		108
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	19935	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		19935
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		78673
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		276113
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16961	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		16961
f Corrective distributions (see instructions)	2f		8837
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	470	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		470
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		26268
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		249845
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [ ] 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: PHILLIP C. MAY PC **(2)** EIN: 80-0794417

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

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		100000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ 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
K.L. BREEDEN & SONS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
K.L. BREEDEN & SONS, LLC

D Employer Identification Number (EIN)
26-3828887

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): 95-6817943

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):

K. L. Breeden & Sons, LLC 401(k) Plan

FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT

Year ended December 31, 2017

PHILLIP C. MAY PC
Certified Public Accountant

K. L. Breeden & Sons, LLC 401(k) Plan
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PHILLIP C. MAY PC
CERTIFIED PUBLIC ACCOUNTANT

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator and Trustees
of the K. L. Breeden & Sons, LLC 401(k) Plan

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of K. L. Breeden & Sons, LLC 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statements 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
Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America. This includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note E, which was certified by American Funds, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule(s). 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 a certification from the custodian as of and for the years ended December 31, 2017 and 2016, that the information provided to the plan administrator by the custodian is complete and accurate.

PO Box 59627 ♦ Dallas, TX 75229
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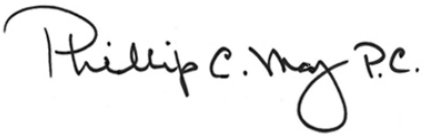
American Institute of Certified Public Accountants ♦ Texas Society of Certified Public Accountants

To the Plan Administrator and Trustees
of the K. L. Breeden & Sons, LLC 401(k) Plan

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 Matters
The supplemental schedule(s) identified in the table of contents as of or for the year ended December 31, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 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 the supplemental schedule(s) referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule(s), 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 of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Phillip C. May PC
Dallas, TX

July 31, 2018

K. L. Breeden & Sons, LLC 401(k) Plan
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

	2017	2016
ASSETS		
Investments, at fair value		
Shares of registered investment companies		
Mutual funds	$ 719,557	$ 472,541
Total investments, at fair value	719,557	472,541
Receivables		
Notes receivable from participants	9,346	4,871
Participant deferrals	7,191	-
Total receivables	16,537	4,871
Total assets	736,094	477,412
LIABILITIES		
Accounts payable or other liabilities	8,837	-
Total liabilities	8,837	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 727,257	$ 477,412

K. L. Breeden & Sons, LLC 401(k) Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2017

INCOME	
Investment income	
Net realized/unrealized gain(loss) from investments	$ 78,673
Dividends	19,935
Interest	108
Total investment income	98,716
Contributions	
Participant	159,524
Employer	-
Other (including rollovers)	17,873
Excess contributions refunded	(8,837)
Total contributions	168,560
Total income	267,276
EXPENSES	
Administrative fees and commissions	470
Benefits paid to participants	16,961
Total expenses	17,431
Net Increase (decrease) in net assets	249,845
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of the year	477,412
End of year	$ 727,257

A - DESCRIPTION OF PLAN

The following description of the K. L. Breeden & Sons, LLC 401(k) Plan (the "plan") is provided for general information purposes only. The plan sponsor is K. L. Breeden & Sons, LLC. Participants should refer to the Summary Plan Description (SPD) for additional information.

General

The plan was adopted effective January 1, 2011 and has been subsequently amended to conform to Federal regulations, and is a qualified defined contribution plan covering all eligible employees of K. L. Breeden & Sons, LLC and its affiliates (see note I), who are 21 years of age or older and have completed one hour of service during the first three months of employment. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). America's 401k, Inc. is the third-party administrator for the plan and American Funds is the record keeper and custodian. The custodian of the plan has been designated to hold the assets of the plan for the benefit of plan participants and their beneficiaries in accordance with the terms of this plan. The trust fund established by the plan's custodian will be the funding medium used for the accumulation of assets from which plan benefits will be distributed.

Allocations to participant accounts

Assets of the plan are allocated to participant accounts based on specific contributions made by each participant and respective matches made by the Company. Investment income (loss) is credited to each account based on appreciation (depreciation) of specific assets held in each participant's account and any earnings thereon.

Contributions

In order to allow participants the opportunity to increase their retirement income, each participant may, in accordance with nondiscriminatory procedures established by the administrator, elect to make employee voluntary contributions to the plan. Such contributions must generally be paid to the custodian within a reasonable period of time after being received by the employer. There are two types of salary deferrals: Pre-Tax 401(k) deferrals and Roth 401 (k) deferrals.

The Company may make a discretionary contribution to the plan to be determined annually. The Company elected not to make a contribution.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Employer's contribution portion of the participant's accounts plus actual earnings thereon is 25% per year until fully vested after four years of service. A participant will be fully vested in all of his/her accounts under the plan upon reaching the plan's normal retirement age (age 65), his/her disability or death as well as termination of the plan.

A - DESCRIPTION OF PLAN (Continued)

Payment of benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive a lump-sum amount equivalent to the value of the vested interest in his or her account.

For termination of service due to other reasons, participants with vested account balances of more than $5,000 as of distribution date may receive a distribution from the plan. If the participant's total vested account balance under the plan is between $1,000 and $5,000, as of the distribution date, they will be eligible to receive a distribution of their entire vested account balance in a lump sum or rollover their accounts to an IRA or another qualified plan. If the participant's total vested benefit exceeds $5,000, no distribution will be made from the plan without their consent. If a participant's total vested account balance is $1,000 or less as of the distribution date, their entire vested benefit will be distributed to them in a lump sum, even if they do not consent to a distribution.

A participant may receive a hardship distribution from their vested account balances if the distribution is (1) on account of medical expenses incurred by the participant, their spouse or dependents, (2) to purchase (excluding mortgage payments) a principal residence of the participant, (3) for the payment of tuition, related educational fees and room and board for the next twelve months of post-secondary education for the participant, their spouse, children or dependents, (4) needed to prevent eviction of the participant from their principal residence or foreclosure upon the mortgage of the participant's principal residence, (5) payments for burial or funeral expenses of their deceased parent, spouse, children or other dependents, or (6) expenses for the repair of damage to their principal residence that would qualify for the casualty deduction under the Internal Revenue Code.

Forfeitures

The Employer may use forfeitures to pay plan expenses or to reduce amounts otherwise required to be contributed to the plan. There were no forfeitures during the current year.

Participant accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) plan earnings. Allocations are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Investment options

The plan allows a participant to direct investments of the balance of their participant account. If a participant does not elect to direct the investment of their account, then the account will be invested in accordance with the default investment alternatives established under the plan.

A - DESCRIPTION OF PLAN (Continued)

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 will become 100% vested in their accounts. Because the plan is a defined contribution plan, it is not covered by Pension Benefit Guaranty Coverage insurance.

Notes receivable from participants

Participant loans are permitted under the plan. A participant can borrow the lesser of fifty percent of their vested account balance or $50,000. The initial loan must be at least $1,000. All loans are considered directed investment of the participant's account and all payments of principal and interest will be credited to their account. A participant may only have one loan outstanding at any given time. Loan terms may not exceed five years except in the case of a loan for a primary residence which may be amortized over a longer term, but not to exceed fifteen years. The participant's loan is collateralized by the balance in the participant's account and bears interest at a fixed, commercially reasonable rate. Principal and interest are paid ratably through payroll deductions each pay period.

Participant rollovers

Participants are allowed to transfer or rollover funds into the plan from other qualified plans.

Administrative expenses

Any fees related to the administration of the plan or associated with the investments of plan assets may be paid by the plan or by the plan sponsor. If the sponsor does not pay plan-related expenses, such fees or expenses will generally be allocated to the accounts of participants either proportionally based on the value of account balances or as an equal dollar amount based on the number of participants in the plan.

B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following summary of the plan's significant accounting policies is presented to assist in understanding the financial statements. The financial statements and notes are representations of the plan's management, who is responsible for their integrity and objectivity.

Basis of presentation and use of estimates

The plan's financial statements are prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The accrual basis of accounting requires the use of estimates and assumptions that affect the assets, liabilities, revenues and expenses reported in the financial statements, as well as amounts included in the notes thereto, including discussion and disclosure of contingent liabilities. Although the plan uses its best estimates and judgments, actual results could differ from these estimates as future confirming events occur.

B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance. Interest income is recorded on the cash basis when received. Related fees are charged directly to the borrowing participant's account when incurred. As of December 31, 2017 and 2016, no allowance for credit losses was recorded.

Contributions

Contributions from employees are recorded in the period in which they are deducted from participant earnings. Company contributions may be recorded when received or accrued.

Plan expenses and payments of benefits

Plan expenses and the payment of benefits are recorded when paid by the plan.

Fair value measurements

The framework for measuring fair value is a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted price in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

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

Level 1

Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2

Fair values are based on inputs other than quoted prices within Level 1 that are observable for the asset, either directly or indirectly.

Level 3

Fair values are based on at least one significant unobservable input for the asset.

The methods and significant assumptions used to estimate fair values of financial instruments are as follows.

Asset type	Proposed Level	Rationale
Mutual funds	Level 2	Fair values are based on inputs other than quoted prices within Level 1 that are observable for the asset, either directly or indirectly.

B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Following is a summary of plan assets measured at fair value. There have been no changes in the methodologies used in the prior year.

INPUT LEVELS BY INVESTMENT CATEGORY

	Year ended December 31, 2017			
Investment category	Level 1	Level 2	Level 3	Total
Mutual funds	$ -	$ 719,557	$ -	$ 719,557
Total	$ -	$ 719,557	$ -	$ 719,557

	Year ended December 31, 2016			
Investment Category	Level 1	Level 2	Level 3	Total
Mutual funds	$ -	$ 472,541	$ -	$ 472,541
Total	$ -	$ 472,541	$ -	$ 472,541

For the year ended December 31, 2017, the plan had net realized/unrealized gain(loss) of $78,673. The carrying value of notes receivable from participants and contributions receivable approximate their fair values at December 31, 2017 and 2016, respectively.

Excess contributions payable
Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. The Plan distributed the 2017 excess contributions to the applicable participants in 2018.

C - TAX STATUS

K. L. Breeden & Sons, LLC 401(k) Plan is based upon a volume submitter plan instrument from America's 401k, Inc. which received an IRS advisory letter dated March 31, 2014. The volume submitter plan instrument has been updated for legislative and regulatory changes. Management committee of America's 401k, Inc. and plan administrator believe that the plan is designed and is currently being operated in compliance with the applicable provisions of the IRC. Therefore, no provision for income taxes has been included in the plan's financial statements.

D - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2017	2016
Net assets available for benefits per the accompanying financial statements	$ 727,257	$ 477,412
Difference to reconcile	8,837	-
Net assets available for benefits per Form 5500	$ 736,094	$ 477,412

The following is a reconciliation of changes in net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2017.

Changes in net assets available for benefits per the accompanying financial statements	$ 249,845
Difference to reconcile	8,837
Changes in net assets available for benefits per Form 5500	$ 258,682

E – INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN (Unaudited)

The following information included in the accompanying financial statements and supplemental schedules was obtained from data that has been prepared and certified to as complete and accurate by the custodian.

Investment assets at December 31,	2017	2016
Registered investment companies - mutual funds	$ 719,557	$ 472,541
Participant loans	9,346	4,871
Net investment income and expenses	$ 251,491	N/A

F - ADMINISTRATIVE FEES

The plan pays substantially all administrative fees and expense related to maintaining the plan. The sponsor pays audit fees and other overhead and administrative costs. Indirect fees from investments are paid by the plan and are reductions to the earnings of the investments.

G - CONCENTRATIONS OF RISK

The following is a summary of financial instruments subject to credit risk at year end.

Investment securities

The plan's investments are not insured by agencies of the United States government. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with investments, it is at least reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits. The maximum amount of loss due to credit risk that the plan would incur if parties to the financial instruments failed to perform according to the terms of the contracts and the collateral, if any proved to be of no value, would approximate the balances that appear on the Statement of Net Assets Available for Benefits.

Notes receivable from participants

If a participant establishes a notes receivable through the plan and does not make loan repayments, the plan administrator may deem the participant loan to be in default. If so, the loan balance is reduced and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the plan document.

General business economy

Certain events could limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the plan sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any events which would limit the plan's ability to transact at contract value with participants are probable of occurring.

H – PARTY IN INTEREST TRANSACTIONS

America's 401k, Inc. is the third party administrator of the plan and as such is a party-in-interest with respect to the plan. American Funds is the custodian of the plan's investments and as such is a party-in-interest to the plan.

I - SINGLE EMPLOYER PLAN (RELATED PARTIES)

As defined in ERISA, Single Employer plans are generally established by the management of one employer (or a controlled group of corporations) either unilaterally or through collective bargaining, and the employer is the plan sponsor. By contrast, multiemployer plans are normally negotiated and established pursuant to a collective bargaining agreement between an associated group of employers, such as in the construction trades, and the union representing the employees.

For financial reporting purposes, K. L. Breeden & Sons, LLC 401(k) Plan is considered a single employer plan which includes the employees of K. L. Breeden & Sons, LLC and the following affiliated companies.

Brisk Transportation LLC
Trinidad Logistics LLC
Milk Collection Services of Texas LLC

J – DATE OF MANAGEMENT'S REVIEW

The plan's management has evaluated subsequent events through date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Supplemental Information

K. L. Breeden & Sons, LLC 401(k) Plan
Form 5500, Schedule H, Line 4i - Schedule of Assets (Held for Investment Purposes)
December 31, 2017

EIN: 26-3828887 Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
		Mutual Funds		
*	American Funds	American Mutual Funds	N/A	$ 8,358
*	American Funds	Income Fund of America	N/A	6,219
*	American Funds	New Perspective Fund	N/A	36,635
*	American Funds	Fundamental Investors	N/A	38,244
*	American Funds	American Balanced	N/A	25,045
*	American Funds	New Economy Fund	N/A	17,076
*	American Funds	Europac Growth	N/A	23,593
*	American Funds	Interm Bond Fund of America	N/A	1,098
*	American Funds	Cap World Growth Income	N/A	47,396
*	American Funds	Small Cap World Fund	N/A	13,572
*	American Funds	American Funds 2015 Target Date - R2	N/A	11,860
*	American Funds	American Funds 2025 Target Date - R2	N/A	178,234
*	American Funds	American Funds 2030 Target Date - R2	N/A	51,191
*	American Funds	American Funds 2035 Target Date - R2	N/A	82,180
*	American Funds	American Funds 2040 Target Date - R2	N/A	114,509
*	American Funds	American Funds 2045 Target Date - R2	N/A	19,887
*	American Funds	American Funds 2050 Target Date - R2	N/A	23,944
*	American Funds	Money Market Fund-R2	N/A	8,677
*	American Funds	American Funds 2055 Target Date - R2	N/A	10,194
*	American Funds	American Funds 2060 Target Date - R2		1,645
	Total Mutual Funds			719,557
		Participant Loans		
*	Participant Loans	Notes receivable from participants secured by participant vested accrued benefits with interest of 4.25% to 5.75%.	N/A	9,346
	Total participant loans			9,346
	Total			$ 728,903

* Indicates a party-in-interest to the Plan.

K. L. Breeden & Sons, LLC 401(k) Plan
Form 5500, Schedule H, Line 4i - Schedule of Assets (Held for Investment Purposes)
December 31, 2017

EIN: 26-3828887 Plan: 001

(a)	(b) Identity of Issue	(c) Description of Investments	(d) Cost	(e) Current Value
		Mutual Funds		
*	American Funds	American Mutual Funds	N/A	$ 8,358
*	American Funds	Income Fund of America	N/A	6,219
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*	American Funds	American Balanced	N/A	25,045
*	American Funds	New Economy Fund	N/A	17,076
*	American Funds	Europac Growth	N/A	23,593
*	American Funds	Interm Bond Fund of America	N/A	1,098
*	American Funds	Cap World Growth Income	N/A	47,396
*	American Funds	Small Cap World Fund	N/A	13,572
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*	American Funds	American Funds 2035 Target Date - R2	N/A	82,180
*	American Funds	American Funds 2040 Target Date - R2	N/A	114,509
*	American Funds	American Funds 2045 Target Date - R2	N/A	19,887
*	American Funds	American Funds 2050 Target Date - R2	N/A	23,944
*	American Funds	Money Market Fund-R2	N/A	8,677
*	American Funds	American Funds 2055 Target Date - R2	N/A	10,194
*	American Funds	American Funds 2060 Target Date - R2		1,645
	Total Mutual Funds			719,557
		Participant Loans		
*	Participant Loans	Notes receivable from participants secured by participant vested accrued benefits with interest of 4.25% to 5.75%.	N/A	9,346
	Total participant loans			9,346
	Total			$ 728,903

* Indicates a party-in-interest to the Plan.