# 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
NOTS LOGISTICS, L.L.C. 401(K) PLAN

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

**1c** Effective date of plan 01/01/2016

**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)

NOTS LOGISTICS, L.L.C.

17848 MOCKINGBIRD RD.
NASHVILLE, IL 62263

**2b** Employer Identification Number (EIN)
37-1387227

**2c** Plan Sponsor's telephone number
618-478-5354

**2d** Business code (see instructions)
493100

**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. | 10/11/2018 | ANDREW KIRCHNER |
| | **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** | 461 |
| **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)** | 449 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 452 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 67 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c** | **6d** | 519 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e**. | **6f** | 519 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 428 |
| **h** Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 160 |
| **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:

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

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

**9a** Plan funding arrangement (check all that apply)

| | | |
|---|---|---|
| **(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)** | [ ] | 0 | **A** (Insurance Information) |
| **(4)** | [ ] | | **C** (Service Provider Information) |
| **(5)** | [X] | | **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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

## DFE/Participating Plan 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
NOTS LOGISTICS, L.L.C. 401(K) PLAN

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

**C** Plan or DFE sponsor's name as shown on line 2a of Form 5500
NOTS LOGISTICS, L.L.C.

**D** Employer Identification Number (EIN)
37-1387227

**Part I** **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

**a** Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTMENT FUND

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 28164 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 8926 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH FUND OF AMERICA

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 23220 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: INCOME FUND OF AMERICA

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 8663 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: NEW PERSPECTIVE FUND

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 4409 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BOND FUND OF AMERICA

**b** Name of sponsor of entity listed in (a): NOT LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 3145 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED PORTFOLIO

**b** Name of sponsor of entity listed in (a): NOT LOGISTICS LLC

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|
| 37-1387227-000 | P | 12826 |

| | | | |
|---|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL INCOME BUILDER | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 1227 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 10506 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: AMER HIGH INCOME TRUST | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 2249 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERM BD FD OF AMERICA | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 1412 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: WORLD GROWTH & INCOME | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 2449 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: SMALLCAP WORLD FUND | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 8963 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2010 | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 14441 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2015 | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 213 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2020 | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 24718 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2025 | | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | 61096 |

| | | |
|---|---|---|
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2030 | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 122323 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2035 | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 166318 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2040 | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 99005 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2045 | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 158441 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2050 | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 77868 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL GROWTH AND INCOME | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10648 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: US GOVERNMENT MONEY MARKET FIRM | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5911 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2055 | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 73889 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL BALANCED | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3371 |
| **a** Name of MTIA, CCT, PSA, or 103-12 IE: INCOME PORTFOLIO | | |
| **b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC | | |
| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4071 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: BALANCED PORTFOLIO

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 10157 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: GROWTH PORTFOLIO

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15714 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: TARGET DATE 2060

**b** Name of sponsor of entity listed in (a): NOTS LOGISTICS LLC

| **c** EIN-PN 37-1387227-000 | **d** Entity code P | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 141150 |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

| **c** EIN-PN | **d** Entity code | **e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|---|---|---|

## Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

**a** Plan name

| **b** Name of plan sponsor | **c** EIN-PN |
|---|---|

# 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
NOTS LOGISTICS, L.L.C. 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
NOTS LOGISTICS, L.L.C.

**D** Employer Identification Number (EIN)
37-1387227

## 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) | 308700 | 235560 |
| **(2)** Participant contributions | 1b(2) | | |
| **(3)** Other | 1b(3) | | |
| **c** General investments: | | | |
| **(1)** Interest-bearing cash (include money market accounts & certificates of deposit) | 1c(1) | | |
| **(2)** U.S. Government securities | 1c(2) | | |
| **(3)** Corporate debt instruments (other than employer securities): | | | |
| **(A)** Preferred | 1c(3)(A) | | |
| **(B)** All other | 1c(3)(B) | | |
| **(4)** Corporate stocks (other than employer securities): | | | |
| **(A)** Preferred | 1c(4)(A) | | |
| **(B)** Common | 1c(4)(B) | | |
| **(5)** Partnership/joint venture interests | 1c(5) | | |
| **(6)** Real estate (other than employer real property) | 1c(6) | | |
| **(7)** Loans (other than to participants) | 1c(7) | | |
| **(8)** Participant loans | 1c(8) | 0 | 29065 |
| **(9)** Value of interest in common/collective trusts | 1c(9) | 126065 | 0 |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | 0 | 1136863 |
| **(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 | 434765 | 1401488 |
| | **Liabilities** | | | |
| **g** | Benefit claims payable | 1g | | |
| **h** | Operating payables | 1h | | |
| **i** | Acquisition indebtedness | 1i | | |
| **j** | Other liabilities | 1j | | |
| **k** | Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 0 |
| | **Net Assets** | | | |
| **l** | Net assets (subtract line 1k from line 1f) | 1l | 434765 | 1401488 |

## 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) | 369665 | |
| | **(B)** Participants | 2a(1)(B) | 443152 | |
| | **(C)** Others (including rollovers) | 2a(1)(C) | 116259 | |
| | **(2)** Noncash contributions | 2a(2) | | |
| | **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 929076 |
| **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) | 539 | |
| | **(F)** Other | 2b(1)(F) | | |
| | **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 539 |
| | **(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) | 20609 | |
| | **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 20609 |
| | **(3)** Rents | 2b(3) | | |
| | **(4)** Net gain (loss) on sale of assets: **(A)** Aggregate proceeds | 2b(4)(A) | | |
| | **(B)** Aggregate carrying amount (see instructions) | 2b(4)(B) | | |
| | **(C)** Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result | 2b(4)(C) | | 0 |
| | **(5)** Unrealized appreciation (depreciation) of assets: **(A)** Real estate | 2b(5)(A) | | |
| | **(B)** Other | 2b(5)(B) | | |
| | **(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) | | |
| (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) | | 89639 |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | 1039863 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 58185 | |
| (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) | | 58185 |
| f Corrective distributions (see instructions) | 2f | | |
| 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) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | 14955 | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 14955 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 73140 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | 966723 |
| 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: KREHBIEL & ASSOCIATES, LLC **(2)** EIN: 37-1053332

**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 | | 75000 |
| 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
NOTS LOGISTICS, L.L.C. 401(K) PLAN

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

**C** Plan sponsor's name as shown on line 2a of Form 5500
NOTS LOGISTICS, L.L.C.

**D** Employer Identification Number (EIN)
37-1387227

## 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** 0

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

EIN(s): _____ _____

**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):

Wm. Brent Palmer, C.P.A.
James G. Leuty, C.P.A.
Gary S. Malawy, C.P.A.
Richelle J. Heggemeier, C.P.A.
Robert N. Huffman, C.P.A.
Brent D. Maschhoff, C.P.A.
Greg W. Charlton, C.P.A.
Emily E. J. Tynes, C.P.A.
Joshua A. Esser, C.P.A.
Cheryl A. Presswood, C.P.A.
Michelle M. Hagen, C.P.A.

Wayne L. Krehbiel, C.P.A.

KREHBIEL & ASSOCIATES, LLC

Certified Public Accountants

E-MAIL AT cpa@krehbielcpa.com

125 North Eleventh Street
P.O. Box 846
Mt. Vernon, Illinois 62864
618-244-2666 Fax 244-2372

181 East St. Louis
Nashville, Illinois 62263
618-327-8042 Fax 327-8052

980 Fairfax Street
Carlyle, Illinois 62231
618-594-2025 Fax 594-2206

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
NOTS Logistics LLC 401(k) Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of NOTS Logistics LLC 401(k) 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 of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 D, which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the 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 year ended December 31, 2017 and the three months ended December 31, 2016, 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 schedule of Schedule of Assets Held (at End of Year) as of December 31, 2017, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Krehbiel + Associates, LLC

Mt. Vernon, Illinois
October 10, 2018

# NOTS LOGISTICS LLC 401(K) PLAN

# FINANCIAL STATEMENTS

# DECEMBER 31, 2017 AND 2016

**NOTS LOGISTICS LLC 401(K) PLAN**
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Cheryl A. Presswood, C.P.A.
Michelle M. Hagen, C.P.A.

Wayne L. Krehbiel, C.P.A.

KREHBIEL & ASSOCIATES, LLC

Certified Public Accountants

E-MAIL AT cpa@krehbielcpa.com

125 North Eleventh Street
P.O. Box 846
Mt. Vernon, Illinois 62864
618-244-2666 Fax 244-2372

181 East St. Louis
Nashville, Illinois 62263
618-327-8042 Fax 327-8052

980 Fairfax Street
Carlyle, Illinois 62231
618-594-2025 Fax 594-2206

# INDEPENDENT AUDITORS' REPORT

To the Plan Administrator of
NOTS Logistics LLC 401(k) Plan

## Report on the Financial Statements

We were engaged to audit the accompanying financial statements of NOTS Logistics LLC 401(k) 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 of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 D, which was certified by Capital Bank and Trust Company, the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the 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 year ended December 31, 2017 and the three months ended December 31, 2016, 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 schedule of Schedule of Assets Held (at End of Year) as of December 31, 2017, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the 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.

Krehbiel + Associates, LLC

Mt. Vernon, Illinois
October 10, 2018

# FINANCIAL STATEMENTS

## NOTS LOGISTICS LLC 401(K) PLAN

## STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

## DECEMBER 31, 2017 AND 2016

| | 2017 | 2016 |
|---|---|---|
| **Assets** | | |
| Investments, at fair value: | | |
| Registered investment companies | $ 1,136,863 | $ 126,065 |
| Total Investments | 1,136,863 | 126,065 |
| Receivables: | | |
| Employer's contribution | 235,560 | 308,700 |
| Participants' loans | 29,065 | - |
| Total Receivables | 264,625 | 308,700 |
| **Net Assets Available For Benefits** | $ 1,401,488 | $ 434,765 |

*See accompanying notes.*

## NOTS LOGISTICS LLC 401(K) PLAN

## STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

## YEAR ENDED DECEMBER 31, 2017

| | |
|---|---|
| **Additions** | |
| Additions to net assets attributed to: | |
| Investment income: | |
| Dividend income | $ 20,609 |
| Loan repayment interest income | 539 |
| Net appreciation in fair value of investments | 89,639 |
| | 110,787 |
| Contributions: | |
| Employer | 369,665 |
| Participants' | 443,152 |
| Rollovers | 116,259 |
| | 929,076 |
| **Total Additions** | 1,039,863 |
| **Deductions** | |
| Deductions from net assets attributed to: | |
| Benefits paid to participants | 58,185 |
| Administrative expenses | 14,955 |
| **Total Deductions** | 73,140 |
| Net Increase | 966,723 |
| **Net Assets Available For Benefits** | |
| Beginning of year | 434,765 |
| End of year | $ 1,401,488 |

*See accompanying notes.*

## NOTS LOGISTICS LLC 401(K) PLAN

## NOTES TO FINANCIAL STATEMENTS

## DECEMBER 31, 2017

### NOTE A – DESCRIPTION OF PLAN

Effective January 1, 2016, NOTS Logistics, LLC formed NOTS Logistics LLC 401(k) Plan (the Plan) to provide a retirement savings plan to employees of NOTS Logistics, LLC and affiliated companies (the Company). Employee deferrals and Roth deferrals were effective October 1, 2016. The following description of the Plan provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

*General.* The Plan is a defined contribution plan covering eligible employees of the Company who are eighteen years of age or older. Until December 1, 2017, Plan entry dates were immediately after eligible. Effective December 1, 2017, participants were eligible after three months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and regulations issued by the Department of Labor. This Plan is not integrated with Social Security. The Plan is amended as necessary to conform to current rules and regulations under ERISA.

*Employee 401(k) Contributions.* Each year, participants may elect to defer up to 80% of pre-tax eligible compensation, as defined in the Plan and subject to Internal Revenue Code (IRC) limitations to the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also make Roth contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans.

*Company 401(k) Matching Contributions.* The Company's matching contribution is discretionary; however, from the start of elective deferrals and Roth deferrals on October 1, 2016, the Company contributed 20% of employee contributions for the first 5% of the employee contributions. The Company's matching contribution is invested using the same percentages selected for employee contributions.

*Company Profit Sharing Contributions.* Additional discretionary amounts may be contributed at the option of the Company. For 2017, the Company made profit-sharing contributions totaling $293,310. The Company's profit-sharing contribution is invested using the same percentages selected for employee contributions.

*Participant-Directed Investments.* Participants direct the investment of their accounts (including Company matching and profit-sharing contributions) into various investment options offered by the Plan. The Plan currently offers several mutual funds from American Funds as investment options for participants. If the participant fails to provide such direction, all contributions are automatically invested in the American Funds Target Date Retirement Series.

*Participant Accounts.* Each participant's account is credited with the participant's contribution and an allocation of: (a) the Company's contribution, if any, (b) earnings or losses on participant directed investments (included unrealized appreciation or depreciation of investments), and (c) a prorated portion of the balance of any asset-based fees. Allocations of Plan earnings or losses are based on participants' account balances during the valuation period. Fees related to early redemption or investment advice are charged to the accounts of those participants incurring such transactions or seeking such services.

*Vesting.* Participants are immediately vested in their own employee contributions plus actual earnings thereon. Vesting in the portions of participant accounts for the Company's matching and profit-sharing contributions plus actual earnings thereon is based on years of continuous service. A participant is 25% vested after one year of credited service and vesting increases 25% per year of credited service until 100% vested after four years of credited service. Participants may also become fully vested upon attainment of retirement age or upon termination of employment due to disability or death.

*Participant Loans.* Participants may borrow from their fund accounts. Loans are made in any amount greater than $1,000, in amounts not exceeding 50% of the participant's vested account balance. In no event can the participant borrow more than $50,000. Loan terms are a maximum of five years. Loan transactions are treated as transfers from the investment funds to the participant loan accounts. The loans are secured by the balance in the participant's account and bear interest at a rate determined by the plan administrator at the time the loan is approved. As of December 31, 2017, the loans bear interest from 5.75% to 6.5%. Principal and interest are paid ratably through weekly payroll deductions. As of December 31, 2016, there were no participant loans.

*Participant Hardship Withdrawals.* Participants who are fully vested may withdraw from the Plan that portion of their account resulting from employee contributions and vested Company contributions in the event of undue financial hardship. The maximum hardship withdrawal is the total of a participant's 100% vested balance, except certain earnings on participant 401(k) deferral accounts.

*Payment of Benefits.* The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account subject to limitations in the Plan. The Plan provides for normal retirement benefits to begin upon the age of 65, but no later than April 1 of the calendar year after the participant attains the age of 70½. Upon death, disability, or attainment of normal retirement age, distributions shall occur as soon as administratively feasible following the date the participant requests a distribution. On termination of employment, participants with account balances less than $5,000 will receive lump-sum payments equal to the value of their vested account balances as soon as administratively feasible. Participants with account balances of $5,000 or more may elect to receive lump-sum distributions equal to the value of the participants' vested interest in their accounts.

*Forfeited Accounts.* Under the terms of the plan document, the portion of non-vested employer contributions in a participant's account, which was forfeited due to termination of employment for reasons other than retirement, disability, or death, is to be applied to offset administrative expenses of the Plan or will be used to reduce future employer contributions. During 2017 and 2016, no forfeited accounts were used to reduce employer contributions nor to reduce administrative expenses. The balance of the forfeiture account at December 31, 2017 was $31,371.

*Administrative Expenses.* Certain expenses incurred in the administration of the Plan are paid directly by the Company, which is a party-in-interest. These expenses, which are not reflected in the accompanying financial statements, constitute exempt party-in-interest transactions under ERISA.

## NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

*Basis of Accounting.* The financial statements are prepared under the accrual method of accounting.

*Use of Estimates.* The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

*Participants' Loans.* Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest. No allowance for credit losses has been recorded at December 31, 2017 or 2016. Delinquent participants loans are reclassified as distributions based on the terms of the Plan document.

*Investment Valuation and Income Recognition.* The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note C for discussion of fair value measurements.

Realized gains or losses and the unrealized appreciation or depreciation of these investments are reported in net appreciation or depreciation in fair value of investments in the statement of changes in net assets available for benefits.

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

*Payment of Benefits.* Benefits are recorded when paid. Amounts allocated to former participants who have withdrawn from the Plan, but have not yet been paid as of December 31, 2017 and 2016 were $51,782 and $0, respectively.

*Administrative Expenses.* Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from the financial statements. Fees related to distribution of benefits and loans to participants are charged directly to the participant's account and are included in administrative expenses. Investment expenses are included in net appreciation or depreciation in fair value of investments. Certain expenses of the Plan are paid with available forfeitures or by an allocation from participants' accounts.

*Date of Management's Review.* Subsequent events were evaluated through the date the financial statements were available to be issued.

## NOTE C – FAIR VALUE MEASUREMENTS

The Plan follows a framework for measuring fair value, which provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets (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 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets in active markets;
- quoted prices for identical or similar assets in inactive markets;
- inputs other than quoted prices that are observable for the asset; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- If the asset has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset.

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

The level in the fair value hierarchy within which the fair value measurement is classified is determined based on the lowest level input that is significant to the fair value measurement. Valuation techniques used maximize the use of observable inputs and minimize the use of unobservable inputs.

*Registered Investment Companies.* Registered investment companies are stated at net asset value as determined by the custodian at the end of the Plan year. The fair value of these investments is a quoted price in an active market. The net asset value (NAV) is used as a practical expedient to estimate fair value.

The following tables set forth by level, within the fair value hierarchy, the Plan's participant-directed investments at fair value as of December 31, 2017 and 2016:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| **December 31, 2017** | | | | |
| Registered investment companies | $ 1,136,863 | $ -0- | $ -0- | $ 1,136,863 |
| **December 31, 2016** | | | | |
| Registered investment companies | $ 126,065 | $ -0- | $ -0- | $ 126,065 |

Transfers between levels are reported at the beginning of the reporting period in which they occur. There were no transfers between levels during 2017 and 2016.

## NOTE D – INVESTMENTS – INFORMATION CERTIFIED BY THE CUSTODIAN (UNAUDITED)

The December 31, 2017 and 2016 Statements of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2017, and the notes to the financial statements were prepared in part or entirely from information certified by the custodian as complete and accurate in accordance with 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 information certified includes:

| | 2017 | 2016 |
|---|---|---|
| Investments at fair value: | | |
| Value of interest in registered investment companies | $1,136,863 | $126,065 |
| Participant loans | $29,065 | $-0- |

During 2017, the Plan's investments (including realized gains and losses and the unrealized appreciation or depreciation of the investments) appreciated $89,639.

## NOTE E – PARTIES-IN-INTEREST TRANSACTIONS

Plan investments are managed by Capital Bank and Trust Company. Capital Bank and Trust Company is the custodian as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Also, the Company pays certain administrative expenses on behalf of the Plan. These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

## NOTE F – 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 100% vested in the Company matching and profit-sharing contributions.

## NOTE G – INCOME TAX STATUS

The Plan is designed to be a qualified trust under Section 401(a) of the Internal Revenue Code (IRC) that provides that a qualified trust is exempt from federal income taxes. The Plan is required to operate in accordance with the Plan document and the applicable federal laws in order to maintain its qualification. The Plan received a favorable determination letter dated March 31, 2014, based on a prototype Plan document used by the plan administrator, stating that the Plan is a qualified plan under the applicable section of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Company is not aware of any action or event that has occurred that might affect the Plan's qualified status.

Accounting principles generally accepted in the United States of America require the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service (IRS). The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2017, there were no uncertain tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions, however, there are currently no audits for any tax periods in progress. The Plan filed its initial return with the DOL in 2016. Generally, the applicable statutes of limitations are three to four years from their filings.

# SUPPLEMENTAL SCHEDULE

NOTS LOGISTICS LLC 401(K) PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

EIN 37-1387227, PLAN NUMBER 001

DECEMBER 31, 2017

| (a) | (b) Identity of Issuer, Borrower, Lessor, or Similar Party | (c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value | | (d) Cost | (e) Current Value |
|---|---|---|---|---|---|
| * | American Funds | Mutual Fund | Washington Mutual Investment Fund | - | $28,164 |
| * | American Funds | Mutual Fund | Investment Company of America | - | 8,926 |
| * | American Funds | Mutual Fund | Growth Fund of America | - | 23,220 |
| * | American Funds | Mutual Fund | Income Fund of America | - | 8,663 |
| * | American Funds | Mutual Fund | New Perspective Fund | - | 4,409 |
| * | American Funds | Mutual Fund | Bond Fund of America | - | 3,145 |
| * | American Funds | Mutual Fund | Balanced Portfolio | - | 12,826 |
| * | American Funds | Mutual Fund | Capital Income Builder | - | 1,227 |
| * | American Funds | Mutual Fund | Europacific Growth | - | 10,506 |
| * | American Funds | Mutual Fund | American High Income Trust | - | 2,248 |
| * | American Funds | Mutual Fund | Intermediate Bond Fund of America | - | 1,412 |
| * | American Funds | Mutual Fund | World Growth & Income Fund | - | 2,449 |
| * | American Funds | Mutual Fund | Smallcap World Fund | - | 8,963 |
| * | American Funds | Mutual Fund | International Growth & Income Fund | - | 10,648 |
| * | American Funds | Mutual Fund | US Government Money Market Firm | - | 37,282 |
| * | American Funds | Mutual Fund | Global Balanced | - | 3,371 |
| * | American Funds | Mutual Fund | Income Portfolio | - | 4,071 |
| * | American Funds | Mutual Fund | Balanced Portfolio | - | 10,157 |
| * | American Funds | Mutual Fund | Growth Portfolio | - | 15,714 |
| * | American Funds | Mutual Fund | Target Date 2010 | - | 14,441 |
| * | American Funds | Mutual Fund | Target Date 2015 | - | 213 |
| * | American Funds | Mutual Fund | Target Date 2020 | - | 24,718 |
| * | American Funds | Mutual Fund | Target Date 2025 | - | 61,096 |
| * | American Funds | Mutual Fund | Target Date 2030 | - | 122,323 |
| * | American Funds | Mutual Fund | Target Date 2035 | - | 166,318 |
| * | American Funds | Mutual Fund | Target Date 2040 | - | 99,005 |
| * | American Funds | Mutual Fund | Target Date 2045 | - | 158,441 |
| * | American Funds | Mutual Fund | Target Date 2050 | - | 77,868 |
| * | American Funds | Mutual Fund | Target Date 2055 | - | 73,889 |
| * | American Funds | Mutual Fund | Target Date 2060 | - | 141,150 |
| | | Mutual Fund Total | | | 1,136,863 |
| | Participant Loans | Various | Interest Rate of 5.75% to 6.50% | - | 29,065 |
| | | | | | $1,165,928 |

NOTE:

Column (a) is marked with an * for funds that are parties-in-interest.

Column (d) cost is not required for participant-directed investments and, therefore, is not included.