

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2017 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2017 or fiscal plan year beginning <u>01/01/2017</u> and ending <u>12/31/2017</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div>
	☒ a single-employer plan <div style="margin-left: 150px;">☐ a DFE (specify) _____</div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report ☐ an amended return/report </div> <div> ☐ the final return/report ☐ a short plan year return/report (less than 12 months) </div> </div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 ☐ special extension (enter description) </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>LENDMARK 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>10/19/2013</u>
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) <u>LENDMARK FINANCIAL SERVICES, LLC</u> <u>2118 USHER STREET, NW,</u> <u>COVINGTON, GA 30014</u>	2b	Employer Identification Number (EIN) <u>58-2257419</u>
		2c	Plan Sponsor's telephone number <u>678-625-6500</u>
		2d	Business code (see instructions) <u>522291</u>

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.	10/15/2018	DENNIS M. CONTIC
	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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2017)
v. 170203

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 1325
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) 1229
a(2) Total number of active participants at the end of the plan year	6a(2) 1318
b Retired or separated participants receiving benefits	6b 0
c Other retired or separated participants entitled to future benefits	6c 128
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 1446
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 1446
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 1446
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: 2S 2E 2F 2G 2J 2K 2T 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) ☒ 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) ☒ Trust (4) ☐ General assets of the sponsor
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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)** ☒ **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)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☒ 1 **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 A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance 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. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2017 This Form is Open to Public Inspection
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017	
A Name of plan LENDMARK 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 LENDMARK FINANCIAL SERVICES, LLC	D Employer Identification Number (EIN) 58-2257419

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier PRUDENTIAL RETIREMENT INSURANCE & ANNUITY CO
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(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	074430	1446	01/01/2017	12/31/2017

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid 0	(b) Total amount of fees paid 0
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3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	3512856
5 Current value of plan's interest under this contract in separate accounts at year end	5	22407670

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GUARANTEED GENERAL ACCOUNT CONTRACT**

b Balance at the end of the previous year	7b	3182391
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c Additions: (1) Contributions deposited during the year	7c(1)	853691	
	7c(2)		
	7c(3)	46834	
	7c(4)	2574	
	7c(5)	386229	

▶ **LOAN REPAYMENTS, TRANSFERS IN MISCELLANEOUS IN FORFEITURE CREDITS**

(6) Total additions	7c(6)	1289328
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d Total of balance and additions (add lines 7b and 7c(6))	7d	4471719
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	387798	
(2) Administration charge made by carrier	7e(2)	1701	
(3) Transferred to separate account	7e(3)	90237	
(4) Other (specify below)	7e(4)	479127	

▶ **LOAN INITIATIONS TRANSFERS OUT MISCELLANEOUS OUT**

(5) Total deductions	7e(5)	958863
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	3512856
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received	9a(1)		
(2) Increase (decrease) in amount due but unpaid	9a(2)		
(3) Increase (decrease) in unearned premium reserve	9a(3)		
(4) Earned ((1) + (2) - (3))		9a(4)	
b Benefit charges (1) Claims paid	9b(1)		
(2) Increase (decrease) in claim reserves	9b(2)		
(3) Incurred claims (add (1) and (2))		9b(3)	
(4) Claims charged		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions	9c(1)(A)		
(B) Administrative service or other fees	9c(1)(B)		
(C) Other specific acquisition costs	9c(1)(C)		
(D) Other expenses	9c(1)(D)		
(E) Taxes	9c(1)(E)		
(F) Charges for risks or other contingencies	9c(1)(F)		
(G) Other retention charges	9c(1)(G)		
(H) Total retention		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement		9d(1)	
(2) Claim reserves		9d(2)	
(3) Other reserves		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).)		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.	10b	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2017
		This Form is Open to Public Inspection.

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

A Name of plan LENDMARK 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 LENDMARK FINANCIAL SERVICES, LLC	D Employer Identification Number (EIN) 58-2257419

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

06-1050034

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

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

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

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

ALLIANT RETIREMENT SERVICES

33-0785439

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	80042	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 14 15 37 49 50 64	NONE	30694	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	25.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2017 TO 12/31/2017 GUARANTEED INCOME FUND	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-1211670	22.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2017 TO 12/31/2017 PRU QMA MID-CAP VALUE A	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-1211670	22.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2017 TO 12/31/2017 PRU QMA MID-CAP VALUE Z	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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.
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For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan <u>LENDMARK 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>LENDMARK FINANCIAL SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>58-2257419</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DRYDEN S&P 500 INDEX FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-123</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1425612</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE 2015 FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-678</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>22155</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE 2020 FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-679</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2183290</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE 2025 FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-680</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2374066</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE 2030 FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-681</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3637318</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE 2035 FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-682</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3593292</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU DAY ONE 2040 FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-683</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2433047</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU DAY ONE 2045 FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-684	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2076949
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRU DAY ONE 2050 FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-685	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1533621
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRU DAY ONE 2055 FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-686	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 865616
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRU DAY ONE INCOME FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-698	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 980897
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a Name of MTIA, CCT, PSA, or 103-12 IE: QMA MID CAP INDEX FUND**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-833	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1281807
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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)
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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)
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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)
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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)
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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)
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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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 <u>01/01/2017</u> and ending <u>12/31/2017</u>		
A Name of plan <u>LENDMARK 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>LENDMARK FINANCIAL SERVICES, LLC</u>	D Employer Identification Number (EIN) <u>58-2257419</u>	

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	1170	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	64425	16969
(2) Participant contributions	1b(2)	110152	27835
(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)	1489661	1676041
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	0	22407670
(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)	26507183	14449439
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	3182391	3512856
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(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	31354982	42090810

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	31354982	42090810
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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)	3761741	
(B) Participants	2a(1)(B)	2176722	
(C) Others (including rollovers)	2a(1)(C)	2727293	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8665756
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)	63281	
(F) Other	2b(1)(F)	46834	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		110115
(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)	283480	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		283480
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		683574
(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)		4111195
c Other income	2c		89647
d Total income. Add all income amounts in column (b) and enter total.....	2d		13943767

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	3094128	
(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)		3094128
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)	113811	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		113811
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3207939

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		10735828
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) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: KPMG

(2) EIN: 13-5565207

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:

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.).....

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.)

	Yes	No	Amount
4a	X		227
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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		10000000
4e	X		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
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?		X	
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?		X	
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.)	X		
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2017</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017		
A Name of plan LENDMARK 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 LENDMARK FINANCIAL SERVICES, LLC		D Employer Identification Number (EIN) 58-2257419
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): 22-1211670		
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		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2017 v. 170203		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

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

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

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

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

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

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

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

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

LENDMARK 401(k) PLAN

Financial Statements
and Supplemental Schedule

December 31, 2017 and 2016

(With Independent Auditors' Report Thereon)

LENDMARK 401(k) PLAN

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Note: All other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because they are not applicable.	



KPMG LLP
Suite 2000
303 Peachtree Street, N.E.
Atlanta, GA 30308-3210

Independent Auditors' Report

The 401(k) Investment Committee
Lendmark 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lendmark 401(k) Plan (the 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 years ended December 31, 2017 and 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Prudential Bank and Trust, F.S.B. and Branch Banking and Trust Retirement and Institution Services, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Bank and Trust, F.S.B. held the Plan's investment assets and executed investment transactions from April 1, 2016 to December 31, 2017 and that Branch Banking and Trust Retirement and Institution Services held the Plan's investment assets and executed investment transactions for the period January 1, 2016 to March 31, 2016. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2017 and 2016, that the information provided to the plan administrator by the trustees 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 H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2017 are required by the Department of Labor's (DOL) 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 these supplemental schedules.

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

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

KPMG LLP

Atlanta, Georgia
October 15, 2018

LENDMARK 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Assets:		
Noninterest-bearing cash	\$ —	1,170
Investments at fair value:		
Stable value fund	3,512,856	3,182,391
Registered investment company funds	14,449,439	26,507,183
Pooled separate accounts	<u>22,407,670</u>	<u>—</u>
Total assets	<u>40,369,965</u>	<u>29,690,744</u>
Receivables:		
Employer contributions	16,969	64,425
Employee contributions	27,835	110,152
Notes receivable from participants	<u>1,676,041</u>	<u>1,489,661</u>
Total receivables	<u>1,720,845</u>	<u>1,664,238</u>
Net assets available for benefits	<u>\$ 42,090,810</u>	<u>31,354,982</u>

See accompanying notes to financial statements.

LENDMARK 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Investment income:		
Dividends	\$ 283,480	389,190
Net appreciation in fair value of investments	4,794,769	2,155,707
Interest income	46,834	—
Total investment income	<u>5,125,083</u>	<u>2,544,897</u>
Interest on notes receivable from participants	63,281	44,576
Contributions:		
Employee	3,761,741	2,717,601
Employee, rollovers	2,727,293	10,794,043
Employer, net of forfeitures	<u>2,176,722</u>	<u>1,503,236</u>
Total contributions	<u>8,665,756</u>	<u>15,014,880</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,094,128	2,497,405
Administrative expenses	<u>24,164</u>	<u>59,792</u>
Total deductions	<u>3,118,292</u>	<u>2,557,197</u>
Net increase	10,735,828	15,047,156
Net assets available for benefits:		
Beginning of year	<u>31,354,982</u>	<u>16,307,826</u>
End of year	<u>\$ 42,090,810</u>	<u>31,354,982</u>

See accompanying notes to financial statements.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(1) Description of the Plan

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

(a) General

The plan is a defined contribution plan established by Lendmark Financial Services, LLC and subsidiaries (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan was established effective October 19, 2013 subsequent to the sale of the Company by BB&T Corporation and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Board of Managers (Board) is responsible for oversight of the Plan, including the appropriateness of the Plan's investment offerings, and monitoring of investment performance. In accordance with the Plan Document and Investment Committee charter certain of the Board's responsibilities have been delegated to the 401(k) Investment Committee.

(b) Plan Administration

The 401(k) Investment Committee consists of certain employees of the Company and administrators of the Plan. As of December 31, 2017 and 2016, Prudential Bank and Trust, F.S.B. serves as the trustee of the Plan. Prudential Retirement Services is the Record keeper of the Plan.

On April 1 2016, the Company transferred assets from the former trustee Branch Banking and Trust Retirement and Institution Services to Prudential Bank and Trust, F.S.B.

(c) Eligibility

Employees are eligible to make salary reduction contributions immediately after employment with the Company and are eligible to receive matching contributions and safe harbor matching contributions after attaining the age of 21 with one year of continuous employment in which they have worked at least 1,000 hours.

The Plan has an Automatic Contribution Arrangement (ACA) and automatically defers 2% from the participant's compensation each payroll period unless the participant makes a contrary election. The Plan also has an automatic increase provision and increases the automatic deferral percentage by 1% per year up to a maximum of 4% of compensation.

(d) Contributions

Each participant may contribute up to 90% of his or her eligible compensation on a pretax basis subject to limitations under the IRC. Participants may also contribute Roth elective deferrals on an after-tax basis. Participants aged 50 and over, are eligible to make catch-up contributions. Participants may make changes in their contribution percentage at any time. Allocations among fund options offered by the Plan may be changed on a daily basis. Participants may also contribute funds from other tax-qualified plans as rollover contributions.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

Safe harbor matching contributions began January 1, 2014. For the purposes of these contributions, the Employer will make a safe harbor matching contribution equal of 100% of elective deferral that do not exceed 4% of compensation. Participants will be 100% vested in safe harbor matching contributions.

An additional matching contribution may be contributed at the option of the Company's Board. During 2017 and 2016, there were no additional discretionary contributions.

(e) Participant Accounts

Participants' accounts are valued on a daily basis. Each participant's account is credited with the participant's and employer's contributions and an allocation of net investment earnings (losses) on a daily valuation basis, and administrative expenses. Allocations of employer's contributions are based on both participant's contributions and participant's compensation as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

(f) Vesting

Participants are vested immediately in their contributions, employer safe harbor contributions, and actual earnings allocated to their account. Although not elected for Plan years 2016 or 2017, the Plan permits additional discretionary matching contributions which are vested 0% for less than three years of service and 100% for three or more years of service.

(g) Forfeitures

Forfeitures are used to reduce future Company matching contributions or to pay administrative expenses of the Plan. No forfeitures were used in 2017 and 2016 to reduce Company safe harbor matching contributions. At December 31, 2017 unallocated forfeitures were \$1,992. At December 31, 2016 unallocated forfeitures were \$19.

(h) Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account, or annual installments over any fixed period not exceeding the remaining life expectancy of the participant or beneficiary.

The Plan allows for automatic distribution of a terminated participant's account balance, totaling less than \$5,000. A terminated participant with an account balance of between \$1,000 and \$5,000 may receive a distribution of his or her account balance paid into an individual retirement account.

(i) Excess Contributions

Excess contributions represent amounts withheld from participants in excess of the IRC limitations that were refunded to participants subsequent to year end. Excess contributions represent salary deferrals made in excess of IRS limits. There were excess contributions totaling \$2,022 for the year ended December 31, 2017. There were no excess contributions for the year ended December 31, 2016.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(j) Notes Receivable from Participants

Participants may borrow from their account balances an amount not to exceed the lesser of \$50,000 (less adjustments as required by the IRS) or 50% of their account balance. The minimum loan amount allowed by the Plan is \$1,000. The maximum loan term allowed by the Plan is 5 years. Under the Lendmark 401(k) plan only one loan can be taken during the plan year and a participant may have only one loan outstanding at any time.

The interest rate charged on amounts borrowed is equal to the prevailing Prime Rate plus 1% at the loan origination date. Principal and interest is paid ratably through payroll deductions.

In 2016, employees acquired from OneMain Holdings Inc. and certain of its subsidiaries (OMH), were allowed to rollover existing loans with the prior employers plan. The prior employers plan allowed for two loans outstanding. Loan balances acquired as a result of the transaction were re-amortized and payment frequencies were set to bi-weekly payment frequencies. The remaining terms and conditions that were set by the predecessor plan were honored.

Notes receivable from participants as of December 31, 2017 bear interest rates between 3.25% and 8.68% and loan maturity dates range from January 15, 2018 through March 6, 2029.

Notes receivable from participants as of December 31, 2016 bear interest rates between 3.25% and 8.68% and loan maturity dates range from February 13, 2017 to March 29, 2029.

(k) Administrative and Plan Expenses

The Plan Sponsor may elect to charge the participants any plan related expenses, in one or more of the following methods:

- Pro rata based on account balance
- Per capita (equally) to all participants

In 2017 and 2016, plan administrative expenses were allocated to participants based on the pro rata method. The Plan Sponsor may elect, but is not required, to pay recordkeeping and other administrative expenses incurred by the Plan.

Participants who take a loan from the Plan incur a one-time fee for establishing the loan. Participants who take a distribution upon termination, distribution based on hardship, or in-service distribution incur a one-time fee for the withdrawal. These fees are charged directly to the individual participant's accounts.

The Plan Sponsor has elected to pay all other administrative expenses including auditing and recordkeeping expenses.

(l) Investment Elections

Each participant may direct their contributions, employer contributions, and any related earnings into one or more of the investment options offered by the Plan including registered investment funds, pooled separate accounts, and a stable value fund.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

(b) Investment Valuation

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.

The stable value fund is presented at fair value on the statements of net assets available for benefits, which is based upon its reported net asset value. The fair value of the underlying guaranteed investment contracts is determined by discounting the expected cash flows based on current market interest rates of similar instruments with comparable durations. The fair value of the underlying synthetic guaranteed investment contracts is determined by the fair value of the underlying assets.

In 2017 and 2016, the Plan invested in the Prudential Retirement Insurance and Annuity Company Stable Value Fund (the Prudential Fund), a guaranteed income fund that invests primarily in investment contracts issued by insurance companies, banks and other financial institutions, and other authorized instruments.

The interest crediting rate is determined quarterly and is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and purchases and redemptions by unitholders.

The average market yield of the Prudential Fund for the years ended December 31, 2017 and 2016 was 1.45%. The crediting rate to participants for the years ended December 31, 2017 and 2016 was 1.45%.

(c) Income Recognition

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments bought and sold and the change in appreciation (depreciation) from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade date basis.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets available for benefits at the date of the financial statements and the reported amounts of additions to and deductions from those net assets during the reporting period. Actual results could differ from these estimates.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(f) *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 statements of net assets available for benefits and supplemental schedule.

(g) *Notes Receivable from Participants*

Participant loans are classified as notes receivable from participants, and measured at their unpaid principal balance plus any accrued but unpaid interest. The Form 5500 presents notes receivable from participants as an investment.

(h) *New Accounting Pronouncements*

In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Master Trust Reporting (ASU 2017-06), which changes the presentation and disclosures for plans that participate in a master trust and clarifies how employee benefit plans will present and disclose investment in master trusts. Additionally, ASU 2017-06 simplifies the disclosure of 401(h) accounts in health and welfare plans. The ASU is effective for fiscal years beginning after December 15, 2018 and is required to be applied retrospectively for all comparative periods presented. Management does not expect the adoption of this ASU to have a significant impact on the Plan's financial statements.

(3) *Rollovers Due to Acquisition*

On May 2, 2016, pursuant to a Purchase and Sale Agreement, dated November 12, 2015, the Company acquired certain assets from OneMain Holdings Inc. and certain of its subsidiaries (OMH) including 127 branch locations known as the Springleaf Branch Acquisition.

The employees acquired through the transaction were allowed to rollover balances from their existing employers plan into the Lendmark 401(k) Plan.

(4) *Financial Information Certified by Trustees*

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the financial statements and supplemental schedule was provided and certified by the trustees, Prudential Bank and Trust, F.S.B. and Branch Banking and Trust Retirement and Institution Services, as complete and accurate:

- Investments at fair value
- Notes receivable from participants
- Dividend and interest income receivable

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

- Interest
- Dividends
- Net appreciation (depreciation) in fair value of investments
- Interest on notes receivable from participants
- Fair values included in note 5 (excluding level designations)
- Investment information included at note 5
- Schedule of assets (held at end of year)

(5) Fair Value Measurements

The 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Registered investment company funds: Valued at the quoted market prices which represent the net asset value (NAV) of shares held by the plan at year end.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

Stable value fund: The fair value of the Plan's investment is based on the net asset value calculated by its issuer utilizing quoted market prices, most recent bid prices in the principal market in which the securities are normally traded, pricing services and dealer quotes. The fair value of the underlying wrapper contracts held by the Fund are valued using a discounted cash flow model, which considers (i) recent fee bids as determined by recognized dealers, (ii) discount rate, and (iii) the duration of the underlying portfolio securities. The NAV of the funds are calculated daily, and net investment income and realized and unrealized gains on investments are not distributed but rather reinvested and reflected in the net asset value of the fund. There are no significant restrictions, redemption terms, or holding periods which would limit the ability of the Plan or the participants to transact at the NAV. Participant transactions may occur daily. Based on this criteria, the fund is determined to have a readily determinable fair value and is categorized in Level 2 of the fair value hierarchy.

Pooled separate accounts: Various investment options (i.e. common stocks, mutual funds, short-term securities and real estate) and are valued at the NAV which is based on the market value of its underlying investments. While the majority of the underlying asset values are quoted prices, the NAV of the pooled separate accounts is not publicly quoted and are determined by the insurance company. NAV is a readily determinable fair value and is the basis for current transactions.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017:

	(Level 1)	Investments at estimated fair value		Total
		(Level 2)	(Level 3)	
Registered investment company funds:				
Value	\$ 5,302,405	—	—	5,302,405
Growth	4,082,716	—	—	4,082,716
Blended	2,580,365	—	—	2,580,365
Fixed Income	2,220,633	—	—	2,220,633
International	263,320	—	—	263,320
Total investments at fair value	14,449,439	—	—	14,449,439
Stable value fund	—	3,512,856	—	3,512,856
Pooled separate accounts	—	22,407,670	—	22,407,670
Total investments	\$ 14,449,439	25,920,526	—	40,369,965

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

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

		Investments at estimated fair value			Total
		(Level 1)	(Level 2)	(Level 3)	
Registered investment company funds:					
Balanced	\$	12,977,186	—	—	12,977,186
Blended		4,136,733	—	—	4,136,733
Growth		3,259,242	—	—	3,259,242
Value		2,398,927	—	—	2,398,927
Fixed Income		2,037,763	—	—	2,037,763
Large-Cap		1,024,400	—	—	1,024,400
Mid-Cap		648,319	—	—	648,319
International		24,613	—	—	24,613
Total investments at fair value		26,507,183	—	—	26,507,183
Stable value fund		—	3,182,391	—	3,182,391
Total investments	\$	26,507,183	3,182,391	—	29,689,574

(6) Tax Status

The prototype plan sponsor has obtained an opinion letter dated April 29, 2014 in which the Internal Revenue Service stated that the restated prototype plan document was in compliance with applicable requirement of the IRC. The plan administrator timely adopted the restated prototype plan. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(7) 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 fully vested in their account balance.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(8) Related-Party Transactions

Certain plan investments are shares of funds managed by Prudential Retirement Services. Prudential Bank and Trust, F.S.B. is the Plan's trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

(9) Nonexempt Transactions

There were delays by the Company in submitting employee contributions and employee match during the plan year ended December 31, 2017 in the amount of \$227 to the trustee. The Company will calculate and reimburse the Plan for the immaterial amount of lost interest as soon as administratively feasible.

During 2017, the plan sponsor discovered an operational compliance issue with the Plan with regards to the employer safe harbor true up match contributions for some employees and determined that an additional contribution was required by them to resolve this operational compliance issue. Such amount was considered to be immaterial to the financial statements as a whole and, therefore, no associated additional sponsor contribution receivable has been recorded as a receivable of the Plan in the accompanying statement of net assets available for benefits at December 31, 2017. The Company is in process of determining lost earnings and will remit as soon as administratively feasible.

(10) Subsequent Events

Subsequent events have been evaluated through October 15, 2018 the date the financial statements were available to be issued and there are no subsequent events to disclose.

LENDMARK 401(k) PLAN

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

December 31, 2017

Participant contributions transferred late to plan Check here if late participant loan repayments are included	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
\$ 227	227	—	—	—

See accompanying independent auditors' report.

Schedule 2

LENDMARK 401(k) PLAN

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

December 31, 2017

(a)	(b) Identity of issue	(c) Description of investment	Current value
	Stable Value Fund		
*	Prudential Retirement Insurance and Annuity Company	Stable Value Fund	\$ 3,512,856
	Registered investment company funds:		
	Hartford Equity Income R4	Registered investment funds	2,571,776
	Clearbridge Appreciation Fund	Registered investment funds	1,516,844
	Eaton Vance Atlanta Cap Small Mid Cap A	Registered investment funds	1,383,579
	Hartford Growth Opportunities R5	Registered investment funds	1,360,918
	Western Asset Core Bond Class A	Registered investment funds	1,345,153
	Goldman Sachs Small Cap Value	Registered investment funds	1,063,520
*	Prudential QMA Mid Cap Value Z	Registered investment funds	2,730,630
	BlackRock High Yld Bd Invstr A	Registered investment funds	663,027
	Oppenheimer International Growth A	Registered investment funds	577,478
	Fidelity Advisor Small Cap Growth I	Registered investment funds	386,391
	American Funds New Perspective R4	Registered investment funds	374,350
	American Funds New Word R4	Registered investment funds	263,320
	Templeton Global Bond	Registered investment funds	212,453
	Total registered investment company funds		<u>14,449,439</u>
	Pooled separate accounts:		
*	Prudential Day One 2030 Fund	Pooled separate accounts	3,637,320
*	Prudential Day One 2035 Fund	Pooled separate accounts	3,593,292
*	Prudential Day One 2040 Fund	Pooled separate accounts	2,433,047
*	Prudential Day One 2025 Fund	Pooled separate accounts	2,374,065
*	Prudential Day One 2020 Fund	Pooled separate accounts	2,183,290
*	Prudential Day One 2045 Fund	Pooled separate accounts	2,076,948
*	Prudential Day One 2050 Fund	Pooled separate accounts	1,533,621
	Dryden S&P 500 Index Fund	Pooled separate accounts	1,425,612
	QMA Mid Cap Index Fund	Pooled separate accounts	1,281,807
*	Prudential Day One Income Fund	Pooled separate accounts	980,897
*	Prudential Day One 2055 Fund	Pooled separate accounts	865,616
*	Prudential Day One 2015 Fund	Pooled separate accounts	22,155
	Total pooled separate accounts		<u>22,407,670</u>
*	Notes from participants	Loan interest rates between 3.25% and 8.68% maturing from January 15, 2018 through March 6, 2029	<u>1,676,041</u>
	Total investment and notes from participants		<u>\$ 42,046,006</u>
*	Party in interest to the Plan.		

The information on this schedule was prepared from information provided and certified as complete and accurate by Prudential Bank and Trust, F.S.B.

See accompanying independent auditors' report.

LENDMARK 401(k) PLAN

Financial Statements
and Supplemental Schedule

December 31, 2017 and 2016

(With Independent Auditors' Report Thereon)

LENDMARK 401(k) PLAN

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Note: All other schedules required by 29 CFR Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 are omitted because they are not applicable.	



KPMG LLP
Suite 2000
303 Peachtree Street, N.E.
Atlanta, GA 30308-3210

Independent Auditors' Report

The 401(k) Investment Committee
Lendmark 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lendmark 401(k) Plan (the 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 years ended December 31, 2017 and 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Prudential Bank and Trust, F.S.B. and Branch Banking and Trust Retirement and Institution Services, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Bank and Trust, F.S.B. held the Plan's investment assets and executed investment transactions from April 1, 2016 to December 31, 2017 and that Branch Banking and Trust Retirement and Institution Services held the Plan's investment assets and executed investment transactions for the period January 1, 2016 to March 31, 2016. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2017 and 2016, that the information provided to the plan administrator by the trustees 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 H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2017 are required by the Department of Labor’s (DOL) 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 these supplemental schedules.

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

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

KPMG LLP

Atlanta, Georgia
October 15, 2018

LENDMARK 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Assets:		
Noninterest-bearing cash	\$ —	1,170
Investments at fair value:		
Stable value fund	3,512,856	3,182,391
Registered investment company funds	14,449,439	26,507,183
Pooled separate accounts	<u>22,407,670</u>	<u>—</u>
Total assets	<u>40,369,965</u>	<u>29,690,744</u>
Receivables:		
Employer contributions	16,969	64,425
Employee contributions	27,835	110,152
Notes receivable from participants	<u>1,676,041</u>	<u>1,489,661</u>
Total receivables	<u>1,720,845</u>	<u>1,664,238</u>
Net assets available for benefits	<u>\$ 42,090,810</u>	<u>31,354,982</u>

See accompanying notes to financial statements.

LENDMARK 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Investment income:		
Dividends	\$ 283,480	389,190
Net appreciation in fair value of investments	4,794,769	2,155,707
Interest income	46,834	—
Total investment income	<u>5,125,083</u>	<u>2,544,897</u>
Interest on notes receivable from participants	63,281	44,576
Contributions:		
Employee	3,761,741	2,717,601
Employee, rollovers	2,727,293	10,794,043
Employer, net of forfeitures	<u>2,176,722</u>	<u>1,503,236</u>
Total contributions	<u>8,665,756</u>	<u>15,014,880</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,094,128	2,497,405
Administrative expenses	<u>24,164</u>	<u>59,792</u>
Total deductions	<u>3,118,292</u>	<u>2,557,197</u>
Net increase	10,735,828	15,047,156
Net assets available for benefits:		
Beginning of year	<u>31,354,982</u>	<u>16,307,826</u>
End of year	<u>\$ 42,090,810</u>	<u>31,354,982</u>

See accompanying notes to financial statements.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(1) Description of the Plan

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

(a) General

The plan is a defined contribution plan established by Lendmark Financial Services, LLC and subsidiaries (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan was established effective October 19, 2013 subsequent to the sale of the Company by BB&T Corporation and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Board of Managers (Board) is responsible for oversight of the Plan, including the appropriateness of the Plan's investment offerings, and monitoring of investment performance. In accordance with the Plan Document and Investment Committee charter certain of the Board's responsibilities have been delegated to the 401(k) Investment Committee.

(b) Plan Administration

The 401(k) Investment Committee consists of certain employees of the Company and administrators of the Plan. As of December 31, 2017 and 2016, Prudential Bank and Trust, F.S.B. serves as the trustee of the Plan. Prudential Retirement Services is the Record keeper of the Plan.

On April 1 2016, the Company transferred assets from the former trustee Branch Banking and Trust Retirement and Institution Services to Prudential Bank and Trust, F.S.B.

(c) Eligibility

Employees are eligible to make salary reduction contributions immediately after employment with the Company and are eligible to receive matching contributions and safe harbor matching contributions after attaining the age of 21 with one year of continuous employment in which they have worked at least 1,000 hours.

The Plan has an Automatic Contribution Arrangement (ACA) and automatically defers 2% from the participant's compensation each payroll period unless the participant makes a contrary election. The Plan also has an automatic increase provision and increases the automatic deferral percentage by 1% per year up to a maximum of 4% of compensation.

(d) Contributions

Each participant may contribute up to 90% of his or her eligible compensation on a pretax basis subject to limitations under the IRC. Participants may also contribute Roth elective deferrals on an after-tax basis. Participants aged 50 and over, are eligible to make catch-up contributions. Participants may make changes in their contribution percentage at any time. Allocations among fund options offered by the Plan may be changed on a daily basis. Participants may also contribute funds from other tax-qualified plans as rollover contributions.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

Safe harbor matching contributions began January 1, 2014. For the purposes of these contributions, the Employer will make a safe harbor matching contribution equal of 100% of elective deferral that do not exceed 4% of compensation. Participants will be 100% vested in safe harbor matching contributions.

An additional matching contribution may be contributed at the option of the Company's Board. During 2017 and 2016, there were no additional discretionary contributions.

(e) Participant Accounts

Participants' accounts are valued on a daily basis. Each participant's account is credited with the participant's and employer's contributions and an allocation of net investment earnings (losses) on a daily valuation basis, and administrative expenses. Allocations of employer's contributions are based on both participant's contributions and participant's compensation as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

(f) Vesting

Participants are vested immediately in their contributions, employer safe harbor contributions, and actual earnings allocated to their account. Although not elected for Plan years 2016 or 2017, the Plan permits additional discretionary matching contributions which are vested 0% for less than three years of service and 100% for three or more years of service.

(g) Forfeitures

Forfeitures are used to reduce future Company matching contributions or to pay administrative expenses of the Plan. No forfeitures were used in 2017 and 2016 to reduce Company safe harbor matching contributions. At December 31, 2017 unallocated forfeitures were \$1,992. At December 31, 2016 unallocated forfeitures were \$19.

(h) Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account, or annual installments over any fixed period not exceeding the remaining life expectancy of the participant or beneficiary.

The Plan allows for automatic distribution of a terminated participant's account balance, totaling less than \$5,000. A terminated participant with an account balance of between \$1,000 and \$5,000 may receive a distribution of his or her account balance paid into an individual retirement account.

(i) Excess Contributions

Excess contributions represent amounts withheld from participants in excess of the IRC limitations that were refunded to participants subsequent to year end. Excess contributions represent salary deferrals made in excess of IRS limits. There were excess contributions totaling \$2,022 for the year ended December 31, 2017. There were no excess contributions for the year ended December 31, 2016.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(j) Notes Receivable from Participants

Participants may borrow from their account balances an amount not to exceed the lesser of \$50,000 (less adjustments as required by the IRS) or 50% of their account balance. The minimum loan amount allowed by the Plan is \$1,000. The maximum loan term allowed by the Plan is 5 years. Under the Lendmark 401(k) plan only one loan can be taken during the plan year and a participant may have only one loan outstanding at any time.

The interest rate charged on amounts borrowed is equal to the prevailing Prime Rate plus 1% at the loan origination date. Principal and interest is paid ratably through payroll deductions.

In 2016, employees acquired from OneMain Holdings Inc. and certain of its subsidiaries (OMH), were allowed to rollover existing loans with the prior employers plan. The prior employers plan allowed for two loans outstanding. Loan balances acquired as a result of the transaction were re-amortized and payment frequencies were set to bi-weekly payment frequencies. The remaining terms and conditions that were set by the predecessor plan were honored.

Notes receivable from participants as of December 31, 2017 bear interest rates between 3.25% and 8.68% and loan maturity dates range from January 15, 2018 through March 6, 2029.

Notes receivable from participants as of December 31, 2016 bear interest rates between 3.25% and 8.68% and loan maturity dates range from February 13, 2017 to March 29, 2029.

(k) Administrative and Plan Expenses

The Plan Sponsor may elect to charge the participants any plan related expenses, in one or more of the following methods:

- Pro rata based on account balance
- Per capita (equally) to all participants

In 2017 and 2016, plan administrative expenses were allocated to participants based on the pro rata method. The Plan Sponsor may elect, but is not required, to pay recordkeeping and other administrative expenses incurred by the Plan.

Participants who take a loan from the Plan incur a one-time fee for establishing the loan. Participants who take a distribution upon termination, distribution based on hardship, or in-service distribution incur a one-time fee for the withdrawal. These fees are charged directly to the individual participant's accounts.

The Plan Sponsor has elected to pay all other administrative expenses including auditing and recordkeeping expenses.

(l) Investment Elections

Each participant may direct their contributions, employer contributions, and any related earnings into one or more of the investment options offered by the Plan including registered investment funds, pooled separate accounts, and a stable value fund.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

(b) Investment Valuation

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.

The stable value fund is presented at fair value on the statements of net assets available for benefits, which is based upon its reported net asset value. The fair value of the underlying guaranteed investment contracts is determined by discounting the expected cash flows based on current market interest rates of similar instruments with comparable durations. The fair value of the underlying synthetic guaranteed investment contracts is determined by the fair value of the underlying assets.

In 2017 and 2016, the Plan invested in the Prudential Retirement Insurance and Annuity Company Stable Value Fund (the Prudential Fund), a guaranteed income fund that invests primarily in investment contracts issued by insurance companies, banks and other financial institutions, and other authorized instruments.

The interest crediting rate is determined quarterly and is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and purchases and redemptions by unitholders.

The average market yield of the Prudential Fund for the years ended December 31, 2017 and 2016 was 1.45%. The crediting rate to participants for the years ended December 31, 2017 and 2016 was 1.45%.

(c) Income Recognition

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments bought and sold and the change in appreciation (depreciation) from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade date basis.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets available for benefits at the date of the financial statements and the reported amounts of additions to and deductions from those net assets during the reporting period. Actual results could differ from these estimates.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(f) *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 statements of net assets available for benefits and supplemental schedule.

(g) *Notes Receivable from Participants*

Participant loans are classified as notes receivable from participants, and measured at their unpaid principal balance plus any accrued but unpaid interest. The Form 5500 presents notes receivable from participants as an investment.

(h) *New Accounting Pronouncements*

In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Master Trust Reporting (ASU 2017-06), which changes the presentation and disclosures for plans that participate in a master trust and clarifies how employee benefit plans will present and disclose investment in master trusts. Additionally, ASU 2017-06 simplifies the disclosure of 401(h) accounts in health and welfare plans. The ASU is effective for fiscal years beginning after December 15, 2018 and is required to be applied retrospectively for all comparative periods presented. Management does not expect the adoption of this ASU to have a significant impact on the Plan's financial statements.

(3) *Rollovers Due to Acquisition*

On May 2, 2016, pursuant to a Purchase and Sale Agreement, dated November 12, 2015, the Company acquired certain assets from OneMain Holdings Inc. and certain of its subsidiaries (OMH) including 127 branch locations known as the Springleaf Branch Acquisition.

The employees acquired through the transaction were allowed to rollover balances from their existing employers plan into the Lendmark 401(k) Plan.

(4) *Financial Information Certified by Trustees*

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the financial statements and supplemental schedule was provided and certified by the trustees, Prudential Bank and Trust, F.S.B. and Branch Banking and Trust Retirement and Institution Services, as complete and accurate:

- Investments at fair value
- Notes receivable from participants
- Dividend and interest income receivable

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

- Interest
- Dividends
- Net appreciation (depreciation) in fair value of investments
- Interest on notes receivable from participants
- Fair values included in note 5 (excluding level designations)
- Investment information included at note 5
- Schedule of assets (held at end of year)

(5) Fair Value Measurements

The 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Registered investment company funds: Valued at the quoted market prices which represent the net asset value (NAV) of shares held by the plan at year end.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

Stable value fund: The fair value of the Plan's investment is based on the net asset value calculated by its issuer utilizing quoted market prices, most recent bid prices in the principal market in which the securities are normally traded, pricing services and dealer quotes. The fair value of the underlying wrapper contracts held by the Fund are valued using a discounted cash flow model, which considers (i) recent fee bids as determined by recognized dealers, (ii) discount rate, and (iii) the duration of the underlying portfolio securities. The NAV of the funds are calculated daily, and net investment income and realized and unrealized gains on investments are not distributed but rather reinvested and reflected in the net asset value of the fund. There are no significant restrictions, redemption terms, or holding periods which would limit the ability of the Plan or the participants to transact at the NAV. Participant transactions may occur daily. Based on this criteria, the fund is determined to have a readily determinable fair value and is categorized in Level 2 of the fair value hierarchy.

Pooled separate accounts: Various investment options (i.e. common stocks, mutual funds, short-term securities and real estate) and are valued at the NAV which is based on the market value of its underlying investments. While the majority of the underlying asset values are quoted prices, the NAV of the pooled separate accounts is not publicly quoted and are determined by the insurance company. NAV is a readily determinable fair value and is the basis for current transactions.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017:

	(Level 1)	Investments at estimated fair value		Total
		(Level 2)	(Level 3)	
Registered investment company funds:				
Value	\$ 5,302,405	—	—	5,302,405
Growth	4,082,716	—	—	4,082,716
Blended	2,580,365	—	—	2,580,365
Fixed Income	2,220,633	—	—	2,220,633
International	263,320	—	—	263,320
Total investments at fair value	14,449,439	—	—	14,449,439
Stable value fund	—	3,512,856	—	3,512,856
Pooled separate accounts	—	22,407,670	—	22,407,670
Total investments	\$ 14,449,439	25,920,526	—	40,369,965

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

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

		Investments at estimated fair value			Total
		(Level 1)	(Level 2)	(Level 3)	
Registered investment company funds:					
Balanced	\$	12,977,186	—	—	12,977,186
Blended		4,136,733	—	—	4,136,733
Growth		3,259,242	—	—	3,259,242
Value		2,398,927	—	—	2,398,927
Fixed Income		2,037,763	—	—	2,037,763
Large-Cap		1,024,400	—	—	1,024,400
Mid-Cap		648,319	—	—	648,319
International		24,613	—	—	24,613
Total investments at fair value		26,507,183	—	—	26,507,183
Stable value fund		—	3,182,391	—	3,182,391
Total investments	\$	26,507,183	3,182,391	—	29,689,574

(6) Tax Status

The prototype plan sponsor has obtained an opinion letter dated April 29, 2014 in which the Internal Revenue Service stated that the restated prototype plan document was in compliance with applicable requirement of the IRC. The plan administrator timely adopted the restated prototype plan. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(7) 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 fully vested in their account balance.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(8) Related-Party Transactions

Certain plan investments are shares of funds managed by Prudential Retirement Services. Prudential Bank and Trust, F.S.B. is the Plan's trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

(9) Nonexempt Transactions

There were delays by the Company in submitting employee contributions and employee match during the plan year ended December 31, 2017 in the amount of \$227 to the trustee. The Company will calculate and reimburse the Plan for the immaterial amount of lost interest as soon as administratively feasible.

During 2017, the plan sponsor discovered an operational compliance issue with the Plan with regards to the employer safe harbor true up match contributions for some employees and determined that an additional contribution was required by them to resolve this operational compliance issue. Such amount was considered to be immaterial to the financial statements as a whole and, therefore, no associated additional sponsor contribution receivable has been recorded as a receivable of the Plan in the accompanying statement of net assets available for benefits at December 31, 2017. The Company is in process of determining lost earnings and will remit as soon as administratively feasible.

(10) Subsequent Events

Subsequent events have been evaluated through October 15, 2018 the date the financial statements were available to be issued and there are no subsequent events to disclose.

LENDMARK 401(k) PLAN

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

December 31, 2017

Participant contributions transferred late to plan Check here if late participant loan repayments are included	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
\$ 227	227	—	—	—

See accompanying independent auditors' report.

Schedule 2

LENDMARK 401(k) PLAN

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

December 31, 2017

(a)	(b) Identity of issue	(c) Description of investment	Current value
	Stable Value Fund		
*	Prudential Retirement Insurance and Annuity Company	Stable Value Fund	\$ 3,512,856
	Registered investment company funds:		
	Hartford Equity Income R4	Registered investment funds	2,571,776
	Clearbridge Appreciation Fund	Registered investment funds	1,516,844
	Eaton Vance Atlanta Cap Small Mid Cap A	Registered investment funds	1,383,579
	Hartford Growth Opportunities R5	Registered investment funds	1,360,918
	Western Asset Core Bond Class A	Registered investment funds	1,345,153
	Goldman Sachs Small Cap Value	Registered investment funds	1,063,520
*	Prudential QMA Mid Cap Value Z	Registered investment funds	2,730,630
	BlackRock High Yld Bd Invstr A	Registered investment funds	663,027
	Oppenheimer International Growth A	Registered investment funds	577,478
	Fidelity Advisor Small Cap Growth I	Registered investment funds	386,391
	American Funds New Perspective R4	Registered investment funds	374,350
	American Funds New Word R4	Registered investment funds	263,320
	Templeton Global Bond	Registered investment funds	212,453
	Total registered investment company funds		14,449,439
	Pooled separate accounts:		
*	Prudential Day One 2030 Fund	Pooled separate accounts	3,637,320
*	Prudential Day One 2035 Fund	Pooled separate accounts	3,593,292
*	Prudential Day One 2040 Fund	Pooled separate accounts	2,433,047
*	Prudential Day One 2025 Fund	Pooled separate accounts	2,374,065
*	Prudential Day One 2020 Fund	Pooled separate accounts	2,183,290
*	Prudential Day One 2045 Fund	Pooled separate accounts	2,076,948
*	Prudential Day One 2050 Fund	Pooled separate accounts	1,533,621
	Dryden S&P 500 Index Fund	Pooled separate accounts	1,425,612
	QMA Mid Cap Index Fund	Pooled separate accounts	1,281,807
*	Prudential Day One Income Fund	Pooled separate accounts	980,897
*	Prudential Day One 2055 Fund	Pooled separate accounts	865,616
*	Prudential Day One 2015 Fund	Pooled separate accounts	22,155
	Total pooled separate accounts		22,407,670
*	Notes from participants	Loan interest rates between 3.25% and 8.68% maturing from January 15, 2018 through March 6, 2029	1,676,041
	Total investment and notes from participants		\$ 42,046,006
*	Party in interest to the Plan.		

The information on this schedule was prepared from information provided and certified as complete and accurate by Prudential Bank and Trust, F.S.B.

See accompanying independent auditors' report.

LENDMARK 401(k) PLAN

Financial Statements
and Supplemental Schedule

December 31, 2017 and 2016

(With Independent Auditors' Report Thereon)

LENDMARK 401(k) PLAN

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Independent Auditors' Report

The 401(k) Investment Committee
Lendmark 401(k) Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Lendmark 401(k) Plan (the 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 years ended December 31, 2017 and 2016, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Prudential Bank and Trust, F.S.B. and Branch Banking and Trust Retirement and Institution Services, the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that Prudential Bank and Trust, F.S.B. held the Plan's investment assets and executed investment transactions from April 1, 2016 to December 31, 2017 and that Branch Banking and Trust Retirement and Institution Services held the Plan's investment assets and executed investment transactions for the period January 1, 2016 to March 31, 2016. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2017 and 2016, that the information provided to the plan administrator by the trustees 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 H, Line 4i – Schedule of Assets (Held at End of Year) and Schedule H, Line 4a – Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2017 are required by the Department of Labor's (DOL) 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 these supplemental schedules.

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

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

KPMG LLP

Atlanta, Georgia
October 15, 2018

LENDMARK 401(k) PLAN
Statements of Net Assets Available for Benefits
December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Assets:		
Noninterest-bearing cash	\$ —	1,170
Investments at fair value:		
Stable value fund	3,512,856	3,182,391
Registered investment company funds	14,449,439	26,507,183
Pooled separate accounts	<u>22,407,670</u>	<u>—</u>
Total assets	<u>40,369,965</u>	<u>29,690,744</u>
Receivables:		
Employer contributions	16,969	64,425
Employee contributions	27,835	110,152
Notes receivable from participants	<u>1,676,041</u>	<u>1,489,661</u>
Total receivables	<u>1,720,845</u>	<u>1,664,238</u>
Net assets available for benefits	<u>\$ 42,090,810</u>	<u>31,354,982</u>

See accompanying notes to financial statements.

LENDMARK 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2017 and 2016

	<u>2017</u>	<u>2016</u>
Investment income:		
Dividends	\$ 283,480	389,190
Net appreciation in fair value of investments	4,794,769	2,155,707
Interest income	46,834	—
Total investment income	<u>5,125,083</u>	<u>2,544,897</u>
Interest on notes receivable from participants	63,281	44,576
Contributions:		
Employee	3,761,741	2,717,601
Employee, rollovers	2,727,293	10,794,043
Employer, net of forfeitures	2,176,722	1,503,236
Total contributions	<u>8,665,756</u>	<u>15,014,880</u>
Deductions from net assets attributed to:		
Benefits paid to participants	3,094,128	2,497,405
Administrative expenses	24,164	59,792
Total deductions	<u>3,118,292</u>	<u>2,557,197</u>
Net increase	10,735,828	15,047,156
Net assets available for benefits:		
Beginning of year	<u>31,354,982</u>	<u>16,307,826</u>
End of year	<u>\$ 42,090,810</u>	<u>31,354,982</u>

See accompanying notes to financial statements.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(1) Description of the Plan

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

(a) General

The plan is a defined contribution plan established by Lendmark Financial Services, LLC and subsidiaries (the Company) under the provisions of Section 401(a) of the Internal Revenue Code (the IRC), which includes a qualified cash or deferred arrangement as described in Section 401(k) of the IRC, for the benefit of eligible employees of the Company. The Plan was established effective October 19, 2013 subsequent to the sale of the Company by BB&T Corporation and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. The Board of Managers (Board) is responsible for oversight of the Plan, including the appropriateness of the Plan's investment offerings, and monitoring of investment performance. In accordance with the Plan Document and Investment Committee charter certain of the Board's responsibilities have been delegated to the 401(k) Investment Committee.

(b) Plan Administration

The 401(k) Investment Committee consists of certain employees of the Company and administrators of the Plan. As of December 31, 2017 and 2016, Prudential Bank and Trust, F.S.B. serves as the trustee of the Plan. Prudential Retirement Services is the Record keeper of the Plan.

On April 1 2016, the Company transferred assets from the former trustee Branch Banking and Trust Retirement and Institution Services to Prudential Bank and Trust, F.S.B.

(c) Eligibility

Employees are eligible to make salary reduction contributions immediately after employment with the Company and are eligible to receive matching contributions and safe harbor matching contributions after attaining the age of 21 with one year of continuous employment in which they have worked at least 1,000 hours.

The Plan has an Automatic Contribution Arrangement (ACA) and automatically defers 2% from the participant's compensation each payroll period unless the participant makes a contrary election. The Plan also has an automatic increase provision and increases the automatic deferral percentage by 1% per year up to a maximum of 4% of compensation.

(d) Contributions

Each participant may contribute up to 90% of his or her eligible compensation on a pretax basis subject to limitations under the IRC. Participants may also contribute Roth elective deferrals on an after-tax basis. Participants aged 50 and over, are eligible to make catch-up contributions. Participants may make changes in their contribution percentage at any time. Allocations among fund options offered by the Plan may be changed on a daily basis. Participants may also contribute funds from other tax-qualified plans as rollover contributions.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

Safe harbor matching contributions began January 1, 2014. For the purposes of these contributions, the Employer will make a safe harbor matching contribution equal of 100% of elective deferral that do not exceed 4% of compensation. Participants will be 100% vested in safe harbor matching contributions.

An additional matching contribution may be contributed at the option of the Company's Board. During 2017 and 2016, there were no additional discretionary contributions.

(e) Participant Accounts

Participants' accounts are valued on a daily basis. Each participant's account is credited with the participant's and employer's contributions and an allocation of net investment earnings (losses) on a daily valuation basis, and administrative expenses. Allocations of employer's contributions are based on both participant's contributions and participant's compensation as defined in the plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

(f) Vesting

Participants are vested immediately in their contributions, employer safe harbor contributions, and actual earnings allocated to their account. Although not elected for Plan years 2016 or 2017, the Plan permits additional discretionary matching contributions which are vested 0% for less than three years of service and 100% for three or more years of service.

(g) Forfeitures

Forfeitures are used to reduce future Company matching contributions or to pay administrative expenses of the Plan. No forfeitures were used in 2017 and 2016 to reduce Company safe harbor matching contributions. At December 31, 2017 unallocated forfeitures were \$1,992. At December 31, 2016 unallocated forfeitures were \$19.

(h) Payment of Benefits

Upon termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's interest in his or her account, or annual installments over any fixed period not exceeding the remaining life expectancy of the participant or beneficiary.

The Plan allows for automatic distribution of a terminated participant's account balance, totaling less than \$5,000. A terminated participant with an account balance of between \$1,000 and \$5,000 may receive a distribution of his or her account balance paid into an individual retirement account.

(i) Excess Contributions

Excess contributions represent amounts withheld from participants in excess of the IRC limitations that were refunded to participants subsequent to year end. Excess contributions represent salary deferrals made in excess of IRS limits. There were excess contributions totaling \$2,022 for the year ended December 31, 2017. There were no excess contributions for the year ended December 31, 2016.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(j) Notes Receivable from Participants

Participants may borrow from their account balances an amount not to exceed the lesser of \$50,000 (less adjustments as required by the IRS) or 50% of their account balance. The minimum loan amount allowed by the Plan is \$1,000. The maximum loan term allowed by the Plan is 5 years. Under the Lendmark 401(k) plan only one loan can be taken during the plan year and a participant may have only one loan outstanding at any time.

The interest rate charged on amounts borrowed is equal to the prevailing Prime Rate plus 1% at the loan origination date. Principal and interest is paid ratably through payroll deductions.

In 2016, employees acquired from OneMain Holdings Inc. and certain of its subsidiaries (OMH), were allowed to rollover existing loans with the prior employers plan. The prior employers plan allowed for two loans outstanding. Loan balances acquired as a result of the transaction were re-amortized and payment frequencies were set to bi-weekly payment frequencies. The remaining terms and conditions that were set by the predecessor plan were honored.

Notes receivable from participants as of December 31, 2017 bear interest rates between 3.25% and 8.68% and loan maturity dates range from January 15, 2018 through March 6, 2029.

Notes receivable from participants as of December 31, 2016 bear interest rates between 3.25% and 8.68% and loan maturity dates range from February 13, 2017 to March 29, 2029.

(k) Administrative and Plan Expenses

The Plan Sponsor may elect to charge the participants any plan related expenses, in one or more of the following methods:

- Pro rata based on account balance
- Per capita (equally) to all participants

In 2017 and 2016, plan administrative expenses were allocated to participants based on the pro rata method. The Plan Sponsor may elect, but is not required, to pay recordkeeping and other administrative expenses incurred by the Plan.

Participants who take a loan from the Plan incur a one-time fee for establishing the loan. Participants who take a distribution upon termination, distribution based on hardship, or in-service distribution incur a one-time fee for the withdrawal. These fees are charged directly to the individual participant's accounts.

The Plan Sponsor has elected to pay all other administrative expenses including auditing and recordkeeping expenses.

(l) Investment Elections

Each participant may direct their contributions, employer contributions, and any related earnings into one or more of the investment options offered by the Plan including registered investment funds, pooled separate accounts, and a stable value fund.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(2) Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles.

(b) Investment Valuation

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.

The stable value fund is presented at fair value on the statements of net assets available for benefits, which is based upon its reported net asset value. The fair value of the underlying guaranteed investment contracts is determined by discounting the expected cash flows based on current market interest rates of similar instruments with comparable durations. The fair value of the underlying synthetic guaranteed investment contracts is determined by the fair value of the underlying assets.

In 2017 and 2016, the Plan invested in the Prudential Retirement Insurance and Annuity Company Stable Value Fund (the Prudential Fund), a guaranteed income fund that invests primarily in investment contracts issued by insurance companies, banks and other financial institutions, and other authorized instruments.

The interest crediting rate is determined quarterly and is calculated based upon many factors, including current economic and market conditions, the general interest rate environment, and purchases and redemptions by unitholders.

The average market yield of the Prudential Fund for the years ended December 31, 2017 and 2016 was 1.45%. The crediting rate to participants for the years ended December 31, 2017 and 2016 was 1.45%.

(c) Income Recognition

Net appreciation (depreciation) in fair value of investments includes realized gains and losses on investments bought and sold and the change in appreciation (depreciation) from one period to the next. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade date basis.

(d) Payment of Benefits

Benefits are recorded when paid.

(e) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets available for benefits at the date of the financial statements and the reported amounts of additions to and deductions from those net assets during the reporting period. Actual results could differ from these estimates.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(f) *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 statements of net assets available for benefits and supplemental schedule.

(g) *Notes Receivable from Participants*

Participant loans are classified as notes receivable from participants, and measured at their unpaid principal balance plus any accrued but unpaid interest. The Form 5500 presents notes receivable from participants as an investment.

(h) *New Accounting Pronouncements*

In February 2017, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) No. 2017-06, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965): Employee Benefit Master Trust Reporting (ASU 2017-06), which changes the presentation and disclosures for plans that participate in a master trust and clarifies how employee benefit plans will present and disclose investment in master trusts. Additionally, ASU 2017-06 simplifies the disclosure of 401(h) accounts in health and welfare plans. The ASU is effective for fiscal years beginning after December 15, 2018 and is required to be applied retrospectively for all comparative periods presented. Management does not expect the adoption of this ASU to have a significant impact on the Plan's financial statements.

(3) *Rollovers Due to Acquisition*

On May 2, 2016, pursuant to a Purchase and Sale Agreement, dated November 12, 2015, the Company acquired certain assets from OneMain Holdings Inc. and certain of its subsidiaries (OMH) including 127 branch locations known as the Springleaf Branch Acquisition.

The employees acquired through the transaction were allowed to rollover balances from their existing employers plan into the Lendmark 401(k) Plan.

(4) *Financial Information Certified by Trustees*

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the financial statements and supplemental schedule was provided and certified by the trustees, Prudential Bank and Trust, F.S.B. and Branch Banking and Trust Retirement and Institution Services, as complete and accurate:

- Investments at fair value
- Notes receivable from participants
- Dividend and interest income receivable

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

- Interest
- Dividends
- Net appreciation (depreciation) in fair value of investments
- Interest on notes receivable from participants
- Fair values included in note 5 (excluding level designations)
- Investment information included at note 5
- Schedule of assets (held at end of year)

(5) Fair Value Measurements

The 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 or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Registered investment company funds: Valued at the quoted market prices which represent the net asset value (NAV) of shares held by the plan at year end.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

Stable value fund: The fair value of the Plan's investment is based on the net asset value calculated by its issuer utilizing quoted market prices, most recent bid prices in the principal market in which the securities are normally traded, pricing services and dealer quotes. The fair value of the underlying wrapper contracts held by the Fund are valued using a discounted cash flow model, which considers (i) recent fee bids as determined by recognized dealers, (ii) discount rate, and (iii) the duration of the underlying portfolio securities. The NAV of the funds are calculated daily, and net investment income and realized and unrealized gains on investments are not distributed but rather reinvested and reflected in the net asset value of the fund. There are no significant restrictions, redemption terms, or holding periods which would limit the ability of the Plan or the participants to transact at the NAV. Participant transactions may occur daily. Based on this criteria, the fund is determined to have a readily determinable fair value and is categorized in Level 2 of the fair value hierarchy.

Pooled separate accounts: Various investment options (i.e. common stocks, mutual funds, short-term securities and real estate) and are valued at the NAV which is based on the market value of its underlying investments. While the majority of the underlying asset values are quoted prices, the NAV of the pooled separate accounts is not publicly quoted and are determined by the insurance company. NAV is a readily determinable fair value and is the basis for current transactions.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2017:

	(Level 1)	Investments at estimated fair value		Total
		(Level 2)	(Level 3)	
Registered investment company funds:				
Value	\$ 5,302,405	—	—	5,302,405
Growth	4,082,716	—	—	4,082,716
Blended	2,580,365	—	—	2,580,365
Fixed Income	2,220,633	—	—	2,220,633
International	263,320	—	—	263,320
Total investments at fair value	14,449,439	—	—	14,449,439
Stable value fund	—	3,512,856	—	3,512,856
Pooled separate accounts	—	22,407,670	—	22,407,670
Total investments	\$ 14,449,439	25,920,526	—	40,369,965

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

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

		Investments at estimated fair value			Total
		(Level 1)	(Level 2)	(Level 3)	
Registered investment company funds:					
Balanced	\$	12,977,186	—	—	12,977,186
Blended		4,136,733	—	—	4,136,733
Growth		3,259,242	—	—	3,259,242
Value		2,398,927	—	—	2,398,927
Fixed Income		2,037,763	—	—	2,037,763
Large-Cap		1,024,400	—	—	1,024,400
Mid-Cap		648,319	—	—	648,319
International		24,613	—	—	24,613
Total investments at fair value		26,507,183	—	—	26,507,183
Stable value fund		—	3,182,391	—	3,182,391
Total investments	\$	26,507,183	3,182,391	—	29,689,574

(6) Tax Status

The prototype plan sponsor has obtained an opinion letter dated April 29, 2014 in which the Internal Revenue Service stated that the restated prototype plan document was in compliance with applicable requirement of the IRC. The plan administrator timely adopted the restated prototype plan. The plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

(7) 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 fully vested in their account balance.

Lendmark 401(k) Plan

Notes to Financial Statements

December 31, 2017 and 2016

(8) Related-Party Transactions

Certain plan investments are shares of funds managed by Prudential Retirement Services. Prudential Bank and Trust, F.S.B. is the Plan's trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions.

(9) Nonexempt Transactions

There were delays by the Company in submitting employee contributions and employee match during the plan year ended December 31, 2017 in the amount of \$227 to the trustee. The Company will calculate and reimburse the Plan for the immaterial amount of lost interest as soon as administratively feasible.

During 2017, the plan sponsor discovered an operational compliance issue with the Plan with regards to the employer safe harbor true up match contributions for some employees and determined that an additional contribution was required by them to resolve this operational compliance issue. Such amount was considered to be immaterial to the financial statements as a whole and, therefore, no associated additional sponsor contribution receivable has been recorded as a receivable of the Plan in the accompanying statement of net assets available for benefits at December 31, 2017. The Company is in process of determining lost earnings and will remit as soon as administratively feasible.

(10) Subsequent Events

Subsequent events have been evaluated through October 15, 2018 the date the financial statements were available to be issued and there are no subsequent events to disclose.

LENDMARK 401(k) PLAN

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

December 31, 2017

Participant contributions transferred late to plan Check here if late participant loan repayments are included	Total that constitute nonexempt prohibited transactions			Total fully corrected under VFCP and PTE 2002-51
	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	
\$ 227	227	—	—	—

See accompanying independent auditors' report.

Schedule 2

LENDMARK 401(k) PLAN

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

December 31, 2017

(a)	(b) Identity of issue	(c) Description of investment	Current value
	Stable Value Fund		
*	Prudential Retirement Insurance and Annuity Company	Stable Value Fund	\$ 3,512,856
	Registered investment company funds:		
	Hartford Equity Income R4	Registered investment funds	2,571,776
	Clearbridge Appreciation Fund	Registered investment funds	1,516,844
	Eaton Vance Atlanta Cap Small Mid Cap A	Registered investment funds	1,383,579
	Hartford Growth Opportunities R5	Registered investment funds	1,360,918
	Western Asset Core Bond Class A	Registered investment funds	1,345,153
	Goldman Sachs Small Cap Value	Registered investment funds	1,063,520
*	Prudential QMA Mid Cap Value Z	Registered investment funds	2,730,630
	BlackRock High Yld Bd Invstr A	Registered investment funds	663,027
	Oppenheimer International Growth A	Registered investment funds	577,478
	Fidelity Advisor Small Cap Growth I	Registered investment funds	386,391
	American Funds New Perspective R4	Registered investment funds	374,350
	American Funds New Word R4	Registered investment funds	263,320
	Templeton Global Bond	Registered investment funds	212,453
	Total registered investment company funds		<u>14,449,439</u>
	Pooled separate accounts:		
*	Prudential Day One 2030 Fund	Pooled separate accounts	3,637,320
*	Prudential Day One 2035 Fund	Pooled separate accounts	3,593,292
*	Prudential Day One 2040 Fund	Pooled separate accounts	2,433,047
*	Prudential Day One 2025 Fund	Pooled separate accounts	2,374,065
*	Prudential Day One 2020 Fund	Pooled separate accounts	2,183,290
*	Prudential Day One 2045 Fund	Pooled separate accounts	2,076,948
*	Prudential Day One 2050 Fund	Pooled separate accounts	1,533,621
	Dryden S&P 500 Index Fund	Pooled separate accounts	1,425,612
	QMA Mid Cap Index Fund	Pooled separate accounts	1,281,807
*	Prudential Day One Income Fund	Pooled separate accounts	980,897
*	Prudential Day One 2055 Fund	Pooled separate accounts	865,616
*	Prudential Day One 2015 Fund	Pooled separate accounts	22,155
	Total pooled separate accounts		<u>22,407,670</u>
*	Notes from participants	Loan interest rates between 3.25% and 8.68% maturing from January 15, 2018 through March 6, 2029	<u>1,676,041</u>
	Total investment and notes from participants		<u>\$ 42,046,006</u>
*	Party in interest to the Plan.		

The information on this schedule was prepared from information provided and certified as complete and accurate by Prudential Bank and Trust, F.S.B.

See accompanying independent auditors' report.