

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>01/01/2018</u> and ending <u>05/20/2018</u>			
A	This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☒ the final return/report	
	☐ an amended return/report ☒ a short plan year return/report (less than 12 months)		
C	If the plan is a collectively-bargained plan, check here. ▶ ☐		
D	Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program	
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>ZEROTURNAROUND USA 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>05/01/2013</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>ZEROTURNAROUND USA, INC.</u> <u>399 BOYLSTON STREET</u> <u>3TH FLOOR</u> <u>BOSTON, MA 02116</u>	2b	Employer Identification Number (EIN) <u>45-3655637</u>
		2c	Plan Sponsor's telephone number <u>857-221-9902</u>
		2d	Business code (see instructions) <u>541990</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.	12/14/2018	AYLA ROSEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	12/14/2018	AYLA ROSEN
	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	5 117
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 a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 57 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 0 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 3D 2G 2J 2K 2F 2T

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)** ☐ **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 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 01/01/2018 and ending 05/20/2018	
A Name of plan ZEROTURNAROUND USA 401(K) PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ZEROTURNAROUND USA, INC.	D Employer Identification Number (EIN) 45-3655637

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 THE VANGUARD GROUP, INC. 23-1945930

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

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

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 64 52 68 99 50	NONE	3396	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 ☐

(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
(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.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <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 01/01/2018 and ending 05/20/2018		
A Name of plan ZEROTURNAROUND USA 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ZEROTURNAROUND USA, INC.	D Employer Identification Number (EIN) 45-3655637	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)	9235	
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	157	0
(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)	31748	0
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	1819569	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(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	1860709	0

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	1860709	0
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1
(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)	1176	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1176
(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)		
(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)		37467
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		38644

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	299058	
(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)		299058
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)	3396	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		3396
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		302454

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-263810
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		1596899

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: RSM US LLP

(2) EIN: 42-0714325

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		93927
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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 0.

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)
ROGUE WAVE SOFTWARE INC EMPLOYEE 401(K) PLAN	85-0373486	001

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 01/01/2018 and ending 05/20/2018		
A Name of plan ZEROTURNAROUND USA 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ZEROTURNAROUND USA, INC.		D Employer Identification Number (EIN) 45-3655637
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): 45-0404698		
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): _____

ZeroTurnaround USA 401(k) Plan

Financial Report
May 21, 2018 (Date of Dissolution)

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Independent Auditor's Report

RSM US LLP

To the Plan Administrator
ZeroTurnaround USA 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ZeroTurnaround USA 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of May 21, 2018 (Date of Dissolution), December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and year ended December 31, 2017, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the 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 (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified or provided by Ascensus Trust Company, the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's assets and executes transactions. The Plan Administrator has obtained certifications from the trustee as of May 21, 2018 (Date of Dissolution) and December 31, 2017 and 2016, and for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and year ended December 31, 2017, that the information provided to the Plan Administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As discussed in Note 5 to the financial statements, the Board of Directors of ZeroTurnaround USA, Inc., the Plan's sponsor, approved to merge the Plan into the Rogue Wave Software, Inc. Employees 401(k) Plan effective May 15, 2018 or as soon as administratively feasible thereafter. All plan assets, including control, were transferred to and received by the Rogue Wave Software, Inc. Employees 401(k) Plan on May 21, 2018. Our disclaimer of opinion has not been modified with respect to this matter.

Other Matter

The supplemental schedules, Schedule H—Part IV, Line 4a—Schedule of delinquent participant contributions for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the year ended December 31, 2017 and Schedule H—Part IV, Line 4i—Schedule of assets (held at end of year) as of December 31, 2017, are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purposes of additional analysis and are not a required part of the financial statements. The supplemental schedules are the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental 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 or provided by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

RSM VS LLP

Denver, Colorado
December 4, 2018

ZeroTurnaround USA 401(k) Plan

Statements of Net Assets Available for Benefits

May 21, 2018 (Date of Dissolution) and December 31, 2017 and 2016

	May 21, 2018	2017	2016
Assets			
Investments, at fair value	\$ -	\$ 1,819,726	\$ 1,275,651
Participant contributions receivable	-	9,235	-
Notes receivable from participants	-	31,748	11,930
Total assets	-	1,860,709	1,287,581
Liabilities , excess contributions payable	-	-	37,709
Net Assets Available for Benefits	\$ -	\$ 1,860,709	\$ 1,249,872

See notes to financial statements.

ZeroTurnaround USA 401(k) Plan

Statements of Changes in Net Assets Available for Benefits For the Period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the Year Ended December 31, 2017

	Period January 1, 2018 through May 21, 2018 (Date of Dissolution)		2017
Additions to net assets attributed to:			
Investment income:			
Net appreciation in fair value of investments	\$	37,467	\$ 279,490
Dividends and interest		1,177	33,003
		<u>38,644</u>	<u>312,493</u>
Interest income on notes receivable from participants		-	385
Contributions:			
Participants		-	559,934
Amounts rolled over from other plans		-	104,829
		<u>-</u>	<u>664,763</u>
Total additions		<u>38,644</u>	<u>977,641</u>
Deductions from net assets attributed to:			
Benefits paid to participants		299,058	350,513
Administrative fees		3,396	16,291
Total deductions		<u>302,454</u>	<u>366,804</u>
Net (decrease) increase		(263,810)	610,837
Transfer to other plan		(1,596,899)	-
Net assets available for benefits:			
Beginning of year		<u>1,860,709</u>	<u>1,249,872</u>
End of year	\$	-	\$ <u>1,860,709</u>

See notes to financial statements.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 1. Plan Description

The following description of the ZeroTurnaround USA 401(k) Plan (the Plan) is provided for general information purposes only. Participants and all others should refer to the Plan document for a complete description of the Plan's provisions.

General and eligibility: The Plan is a participant-directed defined contribution plan covering all full-time employees of ZeroTurnaround USA, Inc. (the Company or the Plan Sponsor). Prior to March 1, 2016, employees, who attained the age of 21, were eligible to participate in the Plan after the completion of one month of service. The Plan was amended and restated on March 1, 2016, to remove the minimum service requirement to participate in the Plan. Employees are able to enter the Plan on the first day of each month coinciding with or following the employee meeting the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), and the applicable current Internal Revenue Code provisions.

Contributions and investment options: Each year, as defined by the Plan, participants may contribute up to the maximum percentage of compensation and dollar amount permissible under the annual limits of the Internal Revenue Code. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions in the amount of \$6,000. Participants may also contribute amounts representing distributions from other qualified plans. Any employee who reaches the eligibility requirement will automatically have a 3 percent deferral of compensation into a target retirement fund based on the employee's age unless a contrary election is made. The Company may make discretionary matching contributions. During the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and year ended December 31, 2017, the Company did not make any discretionary matching contributions. Participants direct the investment of their contributions and employer contributions into various registered investment companies offered by the Plan. Participants may change their investment options daily.

Participant accounts: Each participant's account is credited with the participant's contributions, the Company matching contributions and allocations of Plan earnings or losses, and is charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting: Participants are immediately vested in their elective contributions plus investment earnings thereon, and such amounts are nonforfeitable. Vesting in the Company's discretionary matching contributions plus earnings thereon is based on years of credited service under the following schedule:

<u>Years of Vesting Service</u>	<u>Vested Percentages</u>
1 year	25%
2 years	50%
3 years	75%
4 years	100%

In the event of Plan termination, death, permanent disability, or total disability, participants will become 100 percent vested in their account balances.

Payment of benefits: Participants or their beneficiaries are eligible for benefits upon hardship, retirement, termination, death or disability. Participants may elect to receive a lump sum distribution equal to the value of the participant's vested interest in his or her account balance at the date of distribution.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 1. Plan Description (Continued)

Participants with vested account balances less than \$1,000 must take a lump sum distribution as soon as practicable following termination. The Plan was amended and rested on May 1, 2017, to also require participants with vested account balances less than \$5,000 but greater than or equal to \$1,000 to automatically have their vested account balances rolled into an individual retirement account.

Notes receivable from participants: Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of 50 percent of the participant's vested account balance or \$50,000 reduced by the participant's highest outstanding balance of all notes receivables (if any) during the prior 12 months. Notes receivables are due in equal installments not to exceed 5 years, unless the loan is used to purchase a principal residence for the participant a reasonable time to repay determined at the time the loan is made. Notes receivable shall bear interest at a rate equal to the prime rate at the time the note is made. Principal and interest is paid ratably through payroll deductions. In addition, each participant may not have more than one note receivable outstanding at any time. Notes receivables outstanding at December 31, 2017, bear interest ranging from 3.50 percent to 4.50 percent and are due through August 2022. Notes receivable were transferred to the Rogue Wave Software, Inc. Employees 401(k) Plan (the Rogue Wave Plan) in 2018 in conjunction with the plan merger (see Note 5).

Forfeitures: Participants terminating employment without being 100 percent vested in the Company's contributions forfeit the nonvested portion of their account. This occurs in the year they receive a distribution of their entire vested account balance. Forfeitures are used to either reduce future Company contributions to the Plan or to pay administrative expenses of the Plan. There were no outstanding balances of forfeited accounts at May 21, 2018 (Date of Dissolution) and December 31, 2017 and 2016.

Administrative expenses: Certain administrative functions are performed by employees of the Company. No such employee receives compensation from the Plan. All administrative fees, other than loan fees, are first paid from the forfeiture account and then any remainder is paid by the Plan or Plan sponsor.

Note 2. Summary of Significant Accounting Policies

Financial statement presentation: These financial statements are as of December 31, 2017 and 2016 and May 21, 2018 and include the year ended December 31, 2017 and the period January 1, 2018 through May 21, 2018 (Date of Dissolution). The Plan elected to defer the filing of its financial statements with its Form 5500 for the year ended December 31, 2017, as permitted by 29 CFR 2520.104-50, since the following Plan year ended May 21, 2018, is a short year of seven months or less. Accordingly, the Plan has included statements of net assets as of May 21, 2018 (Date of Dissolution), December 31, 2017 and 2016, along with statements of changes in net assets for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and year ended December 31, 2017, as required by Department of Labor (DOL) regulations when such an election is made.

Basis of accounting: The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of estimates: The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes in net assets available for benefits and disclosures of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 2. Summary of Significant Accounting Policies (Continued)

Risks and uncertainties: The Plan utilizes various registered investment companies as investment instruments. Investment securities are exposed to various risks, such as interest rate and credit risk and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's retirement plan committee determines the Plan's valuation policies utilizing information provided by the investment custodian. See Note 4 for discussion of fair value measurements.

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. Net appreciation or depreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Investment management fees and operating expenses: Certain investment management fees charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees are reflected as a reduction of investment return for such investments.

Payment of benefits: Benefit payments to participants are recorded when paid.

Notes receivable from participants: Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent loans are treated as distributions based upon the terms of the Plan document.

Subsequent events: The Plan Administrator evaluated subsequent events through December 4, 2018, the date the financial statements were available to be issued.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 3. Information Certified and Provided by Ascensus Trust Company

The following is a summary of the Plan's asset information as of May 21, 2018 (Date of Dissolution), December 31, 2017 and 2016, and for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the year ended December 31, 2017, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the Ascensus Trust Company (the Trustee) and furnished to the Plan Administrator. The Plan Administrator has obtained certifications from the Trustee that information provided to the Plan Administrator by the Trustee related to the following assets is complete and accurate. The Plan Administrator has elected the method of compliance by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the Plan Administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to information which appears throughout the financial statements and the supplemental schedules related to the following assets:

	May 21, 2018	December 31, 2017	December 31, 2016
Investments, at fair value:			
Money market funds	\$ -	\$ 157	\$ 238
Registered investment companies	-	1,819,569	1,275,413
Total	\$ -	\$ 1,819,726	\$ 1,275,651
Notes receivable from participants	\$ -	\$ 31,748	\$ 11,930

The Trustee also certified to the completeness and accuracy of the investment income information (including investments bought, sold and held during the year) and interest income on notes receivable from participants for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the year ended December 31, 2017, included on the accompanying statements of changes in net assets available for benefits.

Note 4. Fair Value Measurements

The Fair Value Measurements and Disclosures Topic of the *FASB Accounting Standards Codification* (ASC), establishes a framework for measuring fair value. The framework 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 under the topic are described below:

- Level 1:** Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.
- Level 2:** Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3:** Significant unobservable inputs reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 4. Fair Value Measurements (Continued)

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. There have been no changes in valuation methodologies at May 21, 2018 (Date of Dissolution) and December 31, 2017 compared to December 31, 2016.

Following is a description of the valuation methodologies used for assets measured at fair value:

Registered investment companies: These are public investment vehicles valued using net asset value (NAV) provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted market price on an active market and, therefore, registered investment companies are classified within Level 1 of the valuation hierarchy.

Money market funds: Reported at fair value based on quoted market price of the fund and classified within Level 1 of the valuation hierarchy.

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 investments at fair value as of December 31, 2017 and 2016:

	2017			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 157	\$ -	\$ -	\$ 157
Registered investment companies	1,819,569	-	-	1,819,569
Total	<u>\$ 1,819,726</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,819,726</u>
	2016			
	Level 1	Level 2	Level 3	Total
Money market funds	\$ 238	\$ -	\$ -	\$ 238
Registered investment companies	1,275,413	-	-	1,275,413
Total	<u>\$ 1,275,651</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,275,651</u>

As of May 21, 2018 (Date of Dissolution), there were no Plan investments. During the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the year ended December 31, 2017, The Plan did not make any transfers between levels.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 5. Plan Merger

On November 27, 2017, ZeroTurnaround USA, Inc., the Plan's sponsor, was acquired by Rogue Wave Software, Inc. Subsequently, the Board of Directors of the Plan's sponsor approved to merge the Plan into the Rogue Wave Plan effective May 15, 2018 or as soon as administratively feasible thereafter. As a result, net assets of approximately \$1,597,000 were transferred to the control of the Rogue Wave Plan on May 21, 2018, which is recorded as transfer to other plan in the accompanying statements of changes in net assets available for benefits for the period January 1, 2018 through May 21, 2018 (Date of Dissolution). The merger does not affect participant benefits as the benefit provisions were incorporated into the Rogue Wave Plan. During the transfer, the Plan enacted a blackout period whereby participants were unable to request loans or withdrawals, make changes to investment selections, or transfer between investments until the blackout period was complete.

Note 6. Tax Status

The Plan is a defined contribution prototype plan sponsored by Ascensus Inc., an affiliate of the Trustee. The prototype plan has received an opinion letter from the Internal Revenue Service dated March 31, 2014, as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. Although the Plan has been amended since receiving opinion letter, the Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code.

The Plan follows the accounting guidance for uncertainty in income taxes. The Plan Administrator evaluated the Plan's tax positions and concluded that the Plan had maintained its tax exempt status and had taken no uncertain positions that require adjustment to the financial statements, therefore, no provision of liability for income taxes has been included in the financial statements.

Note 7. Related Party Transactions

Certain Plan investments are shares of registered investment companies, which are managed by the recordkeeper of the Plan and therefore qualify as party-in-interest transactions. Service charges paid by the Plan for the investment management services were \$3,396 and \$16,291 for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the year ended December 31, 2017, respectively.

Note 8. Prohibited Transactions

During the years ended December 31, 2017 and 2016, the Plan Sponsor failed to deposit participant contributions within the required timeframe established by their normal business practice totaling \$93,927. The Plan Sponsor will correct the late deposits for the years ended December 31, 2017 and 2016 outside of VFCP during 2018, and will compensate participants with lost earnings.

ZeroTurnaround USA 401(k) Plan

Notes to Financial Statements

Note 9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of May 21, 2018 (Date of Dissolution), December 31, 2017 and 2016:

	May 21, 2018	2017	2016
Net assets available for benefits per the financial statements	\$ -	\$ 1,860,709	\$ 1,249,872
Refunds of excess contributions	-	-	37,709
Net assets available for benefits per the Form 5500	<u>\$ -</u>	<u>\$ 1,860,709</u>	<u>\$ 1,287,581</u>

The following is a reconciliation of the net (decrease) increase in plan assets as reported on the statements of changes in net assets available for benefits per the financial statements to the Form 5500 for the period January 1, 2018 through May 21, 2018 (Date of Dissolution) and the year ended December 31, 2017.

	Period January 1, 2018 through May 21, 2018	2017
Net (decrease) increase in net assets per the financial statements	\$ (263,810)	\$ 610,837
Less:		
Prior year excess contributions payable	-	(37,709)
Net (decrease) increase in net assets per the Form 5500	<u>\$ (263,810)</u>	<u>\$ 573,128</u>

ZeroTurnaround USA 401(k) Plan**Schedule of Delinquent Participant Contributions****Period January 1, 2018 through May 21, 2018 (Date of Dissolution) and Year Ended December 31, 2017**

Year	Participant Contributions Transferred Late to the Plan	Total that Constitute Prohibited Non-Exempt Transactions	Contributions Pending Correction Outside of VFCP	Contributions Corrected Outside of VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2016	\$ 46,891	\$ 46,891	\$ 46,891	\$ -	\$ -	\$ -
2017	47,036	47,036	47,036	-	-	-
	<u>\$ 93,927</u>	<u>\$ 93,927</u>	<u>\$ 93,927</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

Participant contributions were remitted untimely during the years ended December 31, 2017 and 2016. Late deposits during the year ended December 31, 2017, include loan repayments. The Plan Sponsor will correct the late deposits for the years ended December 31, 2017 and 2016, including lost earnings, outside of VFCP during 2018.

ZeroTurnaround USA 401(k) Plan

Schedule of Assets (Held at End of Year)
December 31, 2017

Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date and Rate of Interest	Current Value
Money market funds		
Vanguard*	Vanguard Federal Money Market Inv	\$ 157
Registered investment companies:		
Vanguard*	Vanguard Institutional Target Retirement 2035	43,395
Vanguard*	Vanguard Institutional Target Retirement 2040	160,204
Vanguard*	Vanguard Institutional Target Retirement 2045	26,142
Vanguard*	Vanguard Institutional Target Retirement 2050	317,397
Vanguard*	Vanguard Institutional Target Retirement 2055	766,056
Vanguard*	Vanguard Institutional Target Retirement 2060	116,151
Vanguard*	Vanguard 500 Index Adm	130,803
Harbor	Harbor International Retirement	12,883
Janus Henderson	Janus Henderson Triton I	13,218
Vanguard*	Vanguard Mid Cap Index Adm	23,307
American Century	American Century Heritage R6	1,406
Vanguard*	Vanguard Small Cap Index Adm	27,636
ClearBridge	ClearBridge Large Cap Growth IS	27,461
Oppenheimer	Oppenheimer International Bond I	6,704
Vanguard*	Vanguard International Growth Adm	25,201
DFA	DFA Emerging Market Core Equity I	24,920
DFA	DFA U.S. Targeted Value Portfolio I	15,152
DFA	DFA U.S. Large Cap Value Portfolio I	20,934
Vanguard*	Vanguard Short-term Invest Grade Adm	6,870
Vanguard*	Vanguard Total Bond Market Index Adm	139
Victory Sycamore	Victory Sycamore Established Value I	2,746
Western	Western Asset Core Bond Portfolio Inst	10,465
Blackrock	Blackrock High yield Bond Portfolio K	31,117
PIMCO	PIMCO Real Estate Ret Strat Instl	9,262
		<u>1,819,569</u>
Participants*	Notes receivable from participants, maturing through August 2022 at interest rates ranging from 3.50% to 4.50%	<u>31,748</u>
		<u><u>\$ 1,851,474</u></u>

The above information has been certified by the Ascensus Trust Company, the Trustee, as complete and accurate.