

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 2018 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</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>TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>01/01/2002</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>TITLEMAX OF GEORGIA, INC.</u> <u>15 BULL STREET</u> <u>SUITE 200</u> <u>SAVANNAH, GA 31401</u>	2b	Employer Identification Number (EIN) <u>58-2547327</u>
		2c	Plan Sponsor's telephone number <u>912-525-2675</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.	06/29/2019	CAT HUDSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2018)
v. 171027

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 4446
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	6a(1) 3680 6a(2) 3501 6b 0 6c 380 6d 3881 6e 5 6f 3886 6g 1803 6h 209
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2F 2E 2G 2J 2K 2S 3D 3H b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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

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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 TITLEMAX OF GEORGIA, INC.	D Employer Identification Number (EIN) 58-2547327	

Part I	Service Provider Information (see instructions)
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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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	29113	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WINDHAM BRANNON, PC

58-1763439

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTANT/AUDITOR	15500	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORGAN STANLEY SMITH BARNEY

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
55	ADVISOR	0	Yes ☒ No ☐	Yes ☐ No ☒	58024	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AB DISC GRTH A - ALLIANCEBERNSTEIN 18, RUE EUGNE RUPPERT LUXEMBOURG, LU L-245 LU		0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AB SM CAP GRTH A - ALLIANCEBERNSTE 18, RUE EUGNE RUPPERT LUXEMBOURG, LU L-245 LU		0.25%
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
C&S REAL ESTATE A - BOSTON FINANCI P.O. BOX 8480 BOSTON, MA 02266		0.20%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL DIVIDEND OPP A - COLUMBIA MGT 245 SUMMER STREET BOSTON, MA 02210	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
EV HIGH INCOME OPP A - BNY MELLON P.O. BOX 9793 PROVIDENCE, RI 02940	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FRANKLIN BALANCED A - FRANKLIN TEM	0.25%	
94-3167260		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS EM MKT EQ INS A - GOLDMAN SACHS 13-5108880	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
JPM LTD DUR BOND A - DST ASSET MAN PO BOX 219432 KANSAS CITY, MO 64121	0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS CORP BOND R3 - MFS SERVICE CEN 04-2865649	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
MFS VALUE R3 - MFS SERVICE CENTER 04-2865649	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NB MDCP INTR VAL TR - STATE STREET 04-0025081	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NUVEEN SM CP VAL A - DST ASSET MAN PO BOX 219432 KANSAS CITY, MO 64121	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPP INTL SM MID CO A - OFI GLOBAL 225 LIBERTY STREET NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
OPPHMR GLOBAL OPP A - OFI GLOBAL A 225 LIBERTY STREET NEW YORK, NY 10281	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIF LGCP GRTH I R3 - PRINCIPAL SHA 711 HIGH STREET DES MOINES, IA 50392	0.30%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM RE REAL RET A - DST ASSET MANA PO BOX 219432 KANSAS CITY, MO 64121	0.20%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIM SP INTL USH A - DST ASSET MAN PO BOX 219432 KANSAS CITY, MO 64121	0.20%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM DIVERSE INC A - PUTNAM INVE 04-2539562	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PUTNAM STABLE VALUE 100 FEDERAL STREET BOSTON, MA 02110	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
MORGAN STANLEY SMITH BARNEY	55	58024
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
NATIONAL FINANCIAL SERVICES LLC 04-3523567		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018					
A Name of plan TITELMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 TITELMAX OF GEORGIA, INC.				D Employer Identification Number (EIN) 58-2547327	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE					
b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY					
c EIN-PN 04-3159710-202		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4552	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 10	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 2018 This Form is Open to Public Inspection
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 TITLEMAX OF GEORGIA, INC.	D Employer Identification Number (EIN) 58-2547327	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	800476	655527
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	927929	1001913
(9) Value of interest in common/collective trusts	1c(9)	0	4552
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	21731156	20451078
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	23459561	22113070

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	23459561	22113070
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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)	865166	
(B) Participants	2a(1)(B)	4409155	
(C) Others (including rollovers)	2a(1)(C)	1175235	
(2) Noncash contributions	2a(2)	0	6449556
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7151	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	44991	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		52142
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	1930706
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1930706	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1930706
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		26
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-3656836
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		4775594

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5818449	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		5818449
f Corrective distributions (see instructions)	2f		251529
g Certain deemed distributions of participant loans (see instructions)	2g		7494
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	44613	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		44613
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6122085

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-1346491
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ 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: WINDHAM BRANNON, PC

(2) EIN: 58-1763439

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

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

Part IV Compliance Questions

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

During the plan year:

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		1249
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		500000
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?		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.		X	
4n		X	

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____. (See instructions.)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2018 This Form is Open to Public Inspection.
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan <u>TITLEMAX EMPLOYEE'S INCENTIVE SAVINGS 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>TITLEMAX OF GEORGIA, INC.</u>	D Employer Identification Number (EIN) <u>58-2547327</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
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) 2018
v. 171027

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**16b**

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

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

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

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

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

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

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

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

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

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

TitleMax Employee's Incentive Savings Plan

Financial Statements

December 31, 2018 and 2017

TitleMax Employee's Incentive Savings Plan

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **TitleMax Employee's Incentive Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedules

The supplemental schedules, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2018 and schedule H, line 4a – schedule of delinquent participant contributions for the year then ended are required by the DOL Rules and Regulations under ERISA, are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

June 13, 2019

Windham Brannan, P.C.

Certified Public Accountants

TitleMax Employee's Incentive Savings Plan

Statements of Net Assets Available for Benefits December 31, 2018 and 2017

	2018	2017
Assets		
Investments, at fair value		
Mutual funds	\$ 20,451,078	\$ 21,731,156
Money market fund	655,527	800,476
Stable value fund	4,552	-
Total investments	21,111,157	22,531,632
Receivables		
Employer contributions	1,163,142	861,182
Notes receivable from participants	1,001,913	949,727
Total receivables	2,165,055	1,810,909
Total assets	23,276,212	24,342,541
Liabilities		
Excess contributions	93,823	227,504
Net assets available for benefits	\$ 23,182,389	\$ 24,115,037

TitleMax Employee's Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2018

Additions

Investment income:

Net change in fair value of investments \$ (1,718,951)

Interest on notes receivable from participants 44,991

Contributions:

Participants 4,334,105

Employer, net of forfeitures 1,148,353

Rollovers 1,175,235

Total contributions 6,657,693

Total additions 4,983,733

Deductions

Benefits paid to participants 5,871,768

Administrative expenses 44,613

Total deductions 5,916,381

Net decrease (932,648)

Net assets available for benefits

Beginning of year 24,115,037

End of year \$ 23,182,389

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

1. Description of Plan

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

General

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

Contributions

Participants may make pre-tax or after-tax contributions of up to 100% of their eligible compensation as defined by the Plan, not to exceed a maximum of \$18,500, plus an additional \$6,000 for participants over age 50, in 2018. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers).

The Company provides a matching contribution of 50% of the first 6% of compensation. The Company may also make qualified non-elective contributions. No qualified non-elective contributions were made in 2018.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with transaction fees for services received by the participant as well as fees for investments selected. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one money market fund, 32 mutual funds, and one stable value fund as investment options for participants. Participants may change their investment options daily. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

Vesting

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

Notes Receivable from Participants

Participants may borrow from their accounts up to \$50,000 or 50% of the participant's vested balance reduced by the highest outstanding loan balance from the participant account during the prior twelve-month period. Loans are typically made for a period not exceeding five years, or ten years if used for the purchase of a primary residence. The loans bear a reasonable rate of interest based on prevailing interest rates and are secured by the balance in the participant's account. During 2018, loans had fixed rates ranging from 4.25% to 6.25%. Principal and interest are paid through payroll deductions.

Payment of Benefits

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

Administrative Expenses

Certain transaction fees for withdrawals and loans are charged directly to the participant. Investment related expenses are included in net change in fair value of mutual funds. Recordkeeping fees are paid by the Plan. All other administrative expenses of the Plan were paid by the Company in 2018. These expenses include, but are not limited to, legal and accounting.

Forfeited Accounts

At December 31, 2018 and 2017, forfeited accounts totaled \$372,970 and \$497,050, respectively. These accounts may be used to pay Plan administrative expenses or to reduce Company contributions. During 2018, approximately \$395,000 was forfeited from participant accounts. The Plan used \$525,025 in 2018 to reduce employer matching contributions and \$15,500 to pay administrative expenses.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

Use of Estimates

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

Contributions

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

Valuation of Investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance. Interest income is recognized when received. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through June 13, 2019, which is the date the financial statements were available to be issued.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

3. Information Certified by the Custodian

All information regarding investments and notes receivable from participants, including investments held and notes receivable from participants at December 31, 2018 and 2017, and the net change in fair value of investments and interest income for the year ended December 31, 2018, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the Plan's custodian.

4. Investments

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

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

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

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

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

Level 3 – unobservable inputs

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

The Plan invests in a stable value fund which trades daily at the net asset value (NAV) per share of the fund (Level 1).

The following table summarizes the Plan's investments based on the inputs used to determine their values as of December 31, 2018 and 2017:

	Level 1	
	2018	2017
Mutual funds	\$ 20,451,078	\$ 21,731,156
Money market fund	655,527	800,476
Stable value fund	4,552	-
Total	\$ 21,111,157	\$ 22,531,632

5. Plan Termination

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

6. Income Tax Status

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

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

7. Reconciliation of Financial Statements to Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018 and 2017 and the decrease in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2018:

	2018	2017
Net assets available for benefits per the financial statements	\$ 23,182,389	\$ 24,115,037
Corrective excess contributions	93,823	227,504
Employer contributions receivable	(1,163,142)	(861,182)
Deemed distribution	-	(21,798)
Net assets per form 5500	\$ 22,113,070	\$ 23,459,561

	2018
Decrease in net assets available for benefits per the financial statements	\$ (932,648)
Add: Prior year contributions receivable	861,182
Less: Current year contributions receivable	(1,163,142)
Less: Prior year excess contributions payable	(227,504)
Add: Current year excess contributions payable	93,823
Add: Current year change in deemed distributions	21,798
Net decrease in net assets available for benefits per the Form 5500	\$ (1,346,491)

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

TitleMax Employee's Incentive Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of year)
EIN: 58-2547327 Plan: 001
Total Plan Assets as of 12/31/2018

Fund Name	Share Balance 12/31/2018	Historical Cost	Price	Total Market Value
PIM SP INTL US\$H A	25,608.726	\$195,337.01	\$6.70	\$171,578.46
AB SM CAP GRTH A	8,685.884	\$447,328.50	\$43.03	\$373,753.59
OPPHMR GLOBAL OPP A	8,718.964	\$530,978.06	\$50.94	\$444,144.03
C&S REAL ESTATE A	9,391.049	\$133,433.65	\$13.69	\$128,563.46
EV HIGH INCOME OPP A	22,839.106	\$102,316.66	\$4.15	\$94,782.29
NUVEEN SM CP VAL A	6,486.328	\$151,423.74	\$19.59	\$127,067.17
JPM LTD DUR BOND A	6,254.627	\$62,429.53	\$9.98	\$62,421.18
PUTNAM STABLE VALUE	4,551.540	\$4,551.54	\$1.00	\$4,551.54
PUTNAM DIVERSE INC A	32,098.861	\$225,320.52	\$6.62	\$212,494.46
OPP INTL SM MID CO A	11,277.926	\$488,594.87	\$40.56	\$457,432.68
NB MDCP INTR VAL TR	4,765.861	\$104,151.45	\$17.92	\$85,404.23
AB DISC GRTH A	34,311.853	\$352,166.41	\$8.70	\$298,513.12
MFS VALUE R3	5,782.514	\$238,334.18	\$35.18	\$203,428.84
MFS CORP BOND R3	9,467.494	\$128,949.11	\$13.27	\$125,633.65
GS EM MKT EQ INS A	6,902.166	\$68,182.50	\$8.83	\$60,946.13
PIF LGCP GRTH I R3	36,403.994	\$478,386.46	\$11.57	\$421,194.21
* FID TREAS MM DM CL	655,527.110	\$655,527.11	\$1.00	\$655,527.11
* FA BALANCED A	4,622.488	\$98,106.57	\$18.58	\$85,885.83
* FA FREEDOM 2010 A	6,986.330	\$85,442.75	\$11.07	\$77,338.67
* FA FREEDOM 2020 A	90,357.325	\$1,183,639.53	\$11.98	\$1,082,480.75
* FA FREEDOM 2030 A	125,912.879	\$1,750,854.73	\$12.70	\$1,599,093.56
* FA FREEDOM 2040 A	179,237.937	\$2,579,026.66	\$12.95	\$2,321,131.28
* FA FREEDOM INC A	4,658.938	\$51,023.04	\$10.32	\$48,080.24
* FA FREEDOM 2005 A	7,602.869	\$88,719.14	\$10.78	\$81,958.93
* FA FREEDOM 2015 A	3,262.940	\$39,769.61	\$10.98	\$35,827.08
* FA FREEDOM 2025 A	107,394.564	\$1,386,282.72	\$11.92	\$1,280,143.20
* FA FREEDOM 2035 A	183,394.953	\$2,431,609.81	\$12.16	\$2,230,082.63
* FA FREEDOM 2045 A	283,598.092	\$3,172,760.98	\$10.10	\$2,864,340.73
* FA FREEDOM 2050 A	185,044.347	\$2,081,578.08	\$10.09	\$1,867,097.46
* FID 500 INDEX	14,421.206	\$1,465,030.18	\$87.10	\$1,256,087.04
* FA FREEDOM 2055 A	109,696.781	\$1,357,507.67	\$11.22	\$1,230,797.88
* FID MID CAP IDX	28,260.679	\$627,123.01	\$18.63	\$526,496.45
* FID SM CAP IDX	21,529.612	\$476,671.38	\$17.24	\$371,170.51
* FA FREEDOM 2060 A	22,369.509	\$254,550.35	\$10.09	\$225,708.35
* OUTSTANDING LOAN BALANCE	Interest rates from 4.25% to 6.25%			\$1,001,913.03
NET ASSETS 12/31/2018:				\$22,113,069.77

* Indicates a party-in-interest to the Plan

TitleMax Employee's Incentive Savings Plan

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

EIN: 58-2547327 Plan: 001

For the Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Contributions Not corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VCFP and PTE 2002-51
2018	\$ -	\$ 1,249	\$ -	\$ -

TitleMax Employee's Incentive Savings Plan

Financial Statements

December 31, 2018 and 2017

TitleMax Employee's Incentive Savings Plan

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **TitleMax Employee's Incentive Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedules

The supplemental schedules, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2018 and schedule H, line 4a – schedule of delinquent participant contributions for the year then ended are required by the DOL Rules and Regulations under ERISA, are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

June 13, 2019

Windham Brannan, P.C.

Certified Public Accountants

TitleMax Employee's Incentive Savings Plan

Statements of Net Assets Available for Benefits December 31, 2018 and 2017

	2018	2017
Assets		
Investments, at fair value		
Mutual funds	\$ 20,451,078	\$ 21,731,156
Money market fund	655,527	800,476
Stable value fund	4,552	-
Total investments	21,111,157	22,531,632
Receivables		
Employer contributions	1,163,142	861,182
Notes receivable from participants	1,001,913	949,727
Total receivables	2,165,055	1,810,909
Total assets	23,276,212	24,342,541
Liabilities		
Excess contributions	93,823	227,504
Net assets available for benefits	\$ 23,182,389	\$ 24,115,037

TitleMax Employee's Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2018

Additions

Investment income:

Net change in fair value of investments \$ (1,718,951)

Interest on notes receivable from participants 44,991

Contributions:

Participants 4,334,105

Employer, net of forfeitures 1,148,353

Rollovers 1,175,235

Total contributions 6,657,693

Total additions 4,983,733

Deductions

Benefits paid to participants 5,871,768

Administrative expenses 44,613

Total deductions 5,916,381

Net decrease (932,648)

Net assets available for benefits

Beginning of year 24,115,037

End of year \$ 23,182,389

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

1. Description of Plan

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

General

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

Contributions

Participants may make pre-tax or after-tax contributions of up to 100% of their eligible compensation as defined by the Plan, not to exceed a maximum of \$18,500, plus an additional \$6,000 for participants over age 50, in 2018. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers).

The Company provides a matching contribution of 50% of the first 6% of compensation. The Company may also make qualified non-elective contributions. No qualified non-elective contributions were made in 2018.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with transaction fees for services received by the participant as well as fees for investments selected. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one money market fund, 32 mutual funds, and one stable value fund as investment options for participants. Participants may change their investment options daily. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

Vesting

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

Notes Receivable from Participants

Participants may borrow from their accounts up to \$50,000 or 50% of the participant's vested balance reduced by the highest outstanding loan balance from the participant account during the prior twelve-month period. Loans are typically made for a period not exceeding five years, or ten years if used for the purchase of a primary residence. The loans bear a reasonable rate of interest based on prevailing interest rates and are secured by the balance in the participant's account. During 2018, loans had fixed rates ranging from 4.25% to 6.25%. Principal and interest are paid through payroll deductions.

Payment of Benefits

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

Administrative Expenses

Certain transaction fees for withdrawals and loans are charged directly to the participant. Investment related expenses are included in net change in fair value of mutual funds. Recordkeeping fees are paid by the Plan. All other administrative expenses of the Plan were paid by the Company in 2018. These expenses include, but are not limited to, legal and accounting.

Forfeited Accounts

At December 31, 2018 and 2017, forfeited accounts totaled \$372,970 and \$497,050, respectively. These accounts may be used to pay Plan administrative expenses or to reduce Company contributions. During 2018, approximately \$395,000 was forfeited from participant accounts. The Plan used \$525,025 in 2018 to reduce employer matching contributions and \$15,500 to pay administrative expenses.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

Use of Estimates

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

Contributions

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

Valuation of Investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance. Interest income is recognized when received. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through June 13, 2019, which is the date the financial statements were available to be issued.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

3. Information Certified by the Custodian

All information regarding investments and notes receivable from participants, including investments held and notes receivable from participants at December 31, 2018 and 2017, and the net change in fair value of investments and interest income for the year ended December 31, 2018, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the Plan's custodian.

4. Investments

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

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

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

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

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

Level 3 – unobservable inputs

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

The Plan invests in a stable value fund which trades daily at the net asset value (NAV) per share of the fund (Level 1).

The following table summarizes the Plan's investments based on the inputs used to determine their values as of December 31, 2018 and 2017:

	Level 1	
	2018	2017
Mutual funds	\$ 20,451,078	\$ 21,731,156
Money market fund	655,527	800,476
Stable value fund	4,552	-
Total	\$ 21,111,157	\$ 22,531,632

5. Plan Termination

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

6. Income Tax Status

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

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

7. Reconciliation of Financial Statements to Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018 and 2017 and the decrease in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2018:

	2018	2017
Net assets available for benefits per the financial statements	\$ 23,182,389	\$ 24,115,037
Corrective excess contributions	93,823	227,504
Employer contributions receivable	(1,163,142)	(861,182)
Deemed distribution	-	(21,798)
Net assets per form 5500	\$ 22,113,070	\$ 23,459,561

	2018
Decrease in net assets available for benefits per the financial statements	\$ (932,648)
Add: Prior year contributions receivable	861,182
Less: Current year contributions receivable	(1,163,142)
Less: Prior year excess contributions payable	(227,504)
Add: Current year excess contributions payable	93,823
Add: Current year change in deemed distributions	21,798
Net decrease in net assets available for benefits per the Form 5500	\$ (1,346,491)

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

TitleMax Employee's Incentive Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of year)
EIN: 58-2547327 Plan: 001
Total Plan Assets as of 12/31/2018

Fund Name	Share Balance 12/31/2018	Historical Cost	Price	Total Market Value
PIM SP INTL US\$H A	25,608.726	\$195,337.01	\$6.70	\$171,578.46
AB SM CAP GRTH A	8,685.884	\$447,328.50	\$43.03	\$373,753.59
OPPHMR GLOBAL OPP A	8,718.964	\$530,978.06	\$50.94	\$444,144.03
C&S REAL ESTATE A	9,391.049	\$133,433.65	\$13.69	\$128,563.46
EV HIGH INCOME OPP A	22,839.106	\$102,316.66	\$4.15	\$94,782.29
NUVEEN SM CP VAL A	6,486.328	\$151,423.74	\$19.59	\$127,067.17
JPM LTD DUR BOND A	6,254.627	\$62,429.53	\$9.98	\$62,421.18
PUTNAM STABLE VALUE	4,551.540	\$4,551.54	\$1.00	\$4,551.54
PUTNAM DIVERSE INC A	32,098.861	\$225,320.52	\$6.62	\$212,494.46
OPP INTL SM MID CO A	11,277.926	\$488,594.87	\$40.56	\$457,432.68
NB MDCP INTR VAL TR	4,765.861	\$104,151.45	\$17.92	\$85,404.23
AB DISC GRTH A	34,311.853	\$352,166.41	\$8.70	\$298,513.12
MFS VALUE R3	5,782.514	\$238,334.18	\$35.18	\$203,428.84
MFS CORP BOND R3	9,467.494	\$128,949.11	\$13.27	\$125,633.65
GS EM MKT EQ INS A	6,902.166	\$68,182.50	\$8.83	\$60,946.13
PIF LGCP GRTH I R3	36,403.994	\$478,386.46	\$11.57	\$421,194.21
* FID TREAS MM DM CL	655,527.110	\$655,527.11	\$1.00	\$655,527.11
* FA BALANCED A	4,622.488	\$98,106.57	\$18.58	\$85,885.83
* FA FREEDOM 2010 A	6,986.330	\$85,442.75	\$11.07	\$77,338.67
* FA FREEDOM 2020 A	90,357.325	\$1,183,639.53	\$11.98	\$1,082,480.75
* FA FREEDOM 2030 A	125,912.879	\$1,750,854.73	\$12.70	\$1,599,093.56
* FA FREEDOM 2040 A	179,237.937	\$2,579,026.66	\$12.95	\$2,321,131.28
* FA FREEDOM INC A	4,658.938	\$51,023.04	\$10.32	\$48,080.24
* FA FREEDOM 2005 A	7,602.869	\$88,719.14	\$10.78	\$81,958.93
* FA FREEDOM 2015 A	3,262.940	\$39,769.61	\$10.98	\$35,827.08
* FA FREEDOM 2025 A	107,394.564	\$1,386,282.72	\$11.92	\$1,280,143.20
* FA FREEDOM 2035 A	183,394.953	\$2,431,609.81	\$12.16	\$2,230,082.63
* FA FREEDOM 2045 A	283,598.092	\$3,172,760.98	\$10.10	\$2,864,340.73
* FA FREEDOM 2050 A	185,044.347	\$2,081,578.08	\$10.09	\$1,867,097.46
* FID 500 INDEX	14,421.206	\$1,465,030.18	\$87.10	\$1,256,087.04
* FA FREEDOM 2055 A	109,696.781	\$1,357,507.67	\$11.22	\$1,230,797.88
* FID MID CAP IDX	28,260.679	\$627,123.01	\$18.63	\$526,496.45
* FID SM CAP IDX	21,529.612	\$476,671.38	\$17.24	\$371,170.51
* FA FREEDOM 2060 A	22,369.509	\$254,550.35	\$10.09	\$225,708.35
* OUTSTANDING LOAN BALANCE	Interest rates from 4.25% to 6.25%			\$1,001,913.03
NET ASSETS 12/31/2018:				\$22,113,069.77

* Indicates a party-in-interest to the Plan

TitleMax Employee's Incentive Savings Plan

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

EIN: 58-2547327 Plan: 001

For the Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Contributions Not corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VCFP and PTE 2002-51
<hr/>				
2018	\$ -	\$ 1,249	\$ -	\$ -

TitleMax Employee's Incentive Savings Plan

Financial Statements

December 31, 2018 and 2017

TitleMax Employee's Incentive Savings Plan

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of **TitleMax Employee's Incentive Savings Plan** (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure (DOL Rules and Regulations) under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the custodian as of December 31, 2018 and 2017, and for the year ended December 31, 2018, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

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

Other Matter – Supplemental Schedules

The supplemental schedules, schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2018 and schedule H, line 4a – schedule of delinquent participant contributions for the year then ended are required by the DOL Rules and Regulations under ERISA, are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

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

June 13, 2019

Windham Brannan, P.C.

Certified Public Accountants

TitleMax Employee's Incentive Savings Plan

Statements of Net Assets Available for Benefits December 31, 2018 and 2017

	2018	2017
Assets		
Investments, at fair value		
Mutual funds	\$ 20,451,078	\$ 21,731,156
Money market fund	655,527	800,476
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Total investments	21,111,157	22,531,632
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Total receivables	2,165,055	1,810,909
Total assets	23,276,212	24,342,541
Liabilities		
Excess contributions	93,823	227,504
Net assets available for benefits	\$ 23,182,389	\$ 24,115,037

TitleMax Employee's Incentive Savings Plan

Statement of Changes in Net Assets Available for Benefits For the Year Ended December 31, 2018

Additions

Investment income:

Net change in fair value of investments \$ (1,718,951)

Interest on notes receivable from participants 44,991

Contributions:

Participants 4,334,105

Employer, net of forfeitures 1,148,353

Rollovers 1,175,235

Total contributions 6,657,693

Total additions 4,983,733

Deductions

Benefits paid to participants 5,871,768

Administrative expenses 44,613

Total deductions 5,916,381

Net decrease (932,648)

Net assets available for benefits

Beginning of year 24,115,037

End of year \$ 23,182,389

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

1. Description of Plan

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

General

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

Contributions

Participants may make pre-tax or after-tax contributions of up to 100% of their eligible compensation as defined by the Plan, not to exceed a maximum of \$18,500, plus an additional \$6,000 for participants over age 50, in 2018. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (rollovers).

The Company provides a matching contribution of 50% of the first 6% of compensation. The Company may also make qualified non-elective contributions. No qualified non-elective contributions were made in 2018.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollovers, the Company's contribution and earnings on the investments in their account, and is charged with transaction fees for services received by the participant as well as fees for investments selected. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers one money market fund, 32 mutual funds, and one stable value fund as investment options for participants. Participants may change their investment options daily. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

Vesting

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

Notes Receivable from Participants

Participants may borrow from their accounts up to \$50,000 or 50% of the participant's vested balance reduced by the highest outstanding loan balance from the participant account during the prior twelve-month period. Loans are typically made for a period not exceeding five years, or ten years if used for the purchase of a primary residence. The loans bear a reasonable rate of interest based on prevailing interest rates and are secured by the balance in the participant's account. During 2018, loans had fixed rates ranging from 4.25% to 6.25%. Principal and interest are paid through payroll deductions.

Payment of Benefits

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

Administrative Expenses

Certain transaction fees for withdrawals and loans are charged directly to the participant. Investment related expenses are included in net change in fair value of mutual funds. Recordkeeping fees are paid by the Plan. All other administrative expenses of the Plan were paid by the Company in 2018. These expenses include, but are not limited to, legal and accounting.

Forfeited Accounts

At December 31, 2018 and 2017, forfeited accounts totaled \$372,970 and \$497,050, respectively. These accounts may be used to pay Plan administrative expenses or to reduce Company contributions. During 2018, approximately \$395,000 was forfeited from participant accounts. The Plan used \$525,025 in 2018 to reduce employer matching contributions and \$15,500 to pay administrative expenses.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

Use of Estimates

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

Contributions

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

Valuation of Investments

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for a discussion of fair value measurements.

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

Notes Receivable from Participants

Notes receivable from participants are carried at their outstanding balance. Interest income is recognized when received. No allowance for credit losses has been recorded as of December 31, 2018 or 2017. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Management evaluates events occurring subsequent to the date of the financial statements in determining the accounting for and disclosure of transactions and events that affect the financial statements. Subsequent events have been evaluated through June 13, 2019, which is the date the financial statements were available to be issued.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

3. Information Certified by the Custodian

All information regarding investments and notes receivable from participants, including investments held and notes receivable from participants at December 31, 2018 and 2017, and the net change in fair value of investments and interest income for the year ended December 31, 2018, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Fidelity Management Trust Company (Fidelity), the Plan's custodian.

4. Investments

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

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

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

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

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

Level 3 – unobservable inputs

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

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

The Plan invests in a stable value fund which trades daily at the net asset value (NAV) per share of the fund (Level 1).

The following table summarizes the Plan's investments based on the inputs used to determine their values as of December 31, 2018 and 2017:

	Level 1	
	2018	2017
Mutual funds	\$ 20,451,078	\$ 21,731,156
Money market fund	655,527	800,476
Stable value fund	4,552	-
Total	\$ 21,111,157	\$ 22,531,632

5. Plan Termination

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

6. Income Tax Status

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

TitleMax Employee's Incentive Savings Plan

Notes to Financial Statements

December 31, 2018 and 2017

7. Reconciliation of Financial Statements to Form 5500

The following are reconciliations of net assets available for benefits per the financial statements to the Form 5500 as of December 31, 2018 and 2017 and the decrease in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2018:

	2018	2017
Net assets available for benefits per the financial statements	\$ 23,182,389	\$ 24,115,037
Corrective excess contributions	93,823	227,504
Employer contributions receivable	(1,163,142)	(861,182)
Deemed distribution	-	(21,798)
Net assets per form 5500	\$ 22,113,070	\$ 23,459,561

	2018
Decrease in net assets available for benefits per the financial statements	\$ (932,648)
Add: Prior year contributions receivable	861,182
Less: Current year contributions receivable	(1,163,142)
Less: Prior year excess contributions payable	(227,504)
Add: Current year excess contributions payable	93,823
Add: Current year change in deemed distributions	21,798
Net decrease in net assets available for benefits per the Form 5500	\$ (1,346,491)

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

TitleMax Employee's Incentive Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of year)
EIN: 58-2547327 Plan: 001
Total Plan Assets as of 12/31/2018

Fund Name	Share Balance 12/31/2018	Historical Cost	Price	Total Market Value
PIM SP INTL US\$H A	25,608.726	\$195,337.01	\$6.70	\$171,578.46
AB SM CAP GRTH A	8,685.884	\$447,328.50	\$43.03	\$373,753.59
OPPHMR GLOBAL OPP A	8,718.964	\$530,978.06	\$50.94	\$444,144.03
C&S REAL ESTATE A	9,391.049	\$133,433.65	\$13.69	\$128,563.46
EV HIGH INCOME OPP A	22,839.106	\$102,316.66	\$4.15	\$94,782.29
NUVEEN SM CP VAL A	6,486.328	\$151,423.74	\$19.59	\$127,067.17
JPM LTD DUR BOND A	6,254.627	\$62,429.53	\$9.98	\$62,421.18
PUTNAM STABLE VALUE	4,551.540	\$4,551.54	\$1.00	\$4,551.54
PUTNAM DIVERSE INC A	32,098.861	\$225,320.52	\$6.62	\$212,494.46
OPP INTL SM MID CO A	11,277.926	\$488,594.87	\$40.56	\$457,432.68
NB MDCP INTR VAL TR	4,765.861	\$104,151.45	\$17.92	\$85,404.23
AB DISC GRTH A	34,311.853	\$352,166.41	\$8.70	\$298,513.12
MFS VALUE R3	5,782.514	\$238,334.18	\$35.18	\$203,428.84
MFS CORP BOND R3	9,467.494	\$128,949.11	\$13.27	\$125,633.65
GS EM MKT EQ INS A	6,902.166	\$68,182.50	\$8.83	\$60,946.13
PIF LGCP GRTH I R3	36,403.994	\$478,386.46	\$11.57	\$421,194.21
* FID TREAS MM DM CL	655,527.110	\$655,527.11	\$1.00	\$655,527.11
* FA BALANCED A	4,622.488	\$98,106.57	\$18.58	\$85,885.83
* FA FREEDOM 2010 A	6,986.330	\$85,442.75	\$11.07	\$77,338.67
* FA FREEDOM 2020 A	90,357.325	\$1,183,639.53	\$11.98	\$1,082,480.75
* FA FREEDOM 2030 A	125,912.879	\$1,750,854.73	\$12.70	\$1,599,093.56
* FA FREEDOM 2040 A	179,237.937	\$2,579,026.66	\$12.95	\$2,321,131.28
* FA FREEDOM INC A	4,658.938	\$51,023.04	\$10.32	\$48,080.24
* FA FREEDOM 2005 A	7,602.869	\$88,719.14	\$10.78	\$81,958.93
* FA FREEDOM 2015 A	3,262.940	\$39,769.61	\$10.98	\$35,827.08
* FA FREEDOM 2025 A	107,394.564	\$1,386,282.72	\$11.92	\$1,280,143.20
* FA FREEDOM 2035 A	183,394.953	\$2,431,609.81	\$12.16	\$2,230,082.63
* FA FREEDOM 2045 A	283,598.092	\$3,172,760.98	\$10.10	\$2,864,340.73
* FA FREEDOM 2050 A	185,044.347	\$2,081,578.08	\$10.09	\$1,867,097.46
* FID 500 INDEX	14,421.206	\$1,465,030.18	\$87.10	\$1,256,087.04
* FA FREEDOM 2055 A	109,696.781	\$1,357,507.67	\$11.22	\$1,230,797.88
* FID MID CAP IDX	28,260.679	\$627,123.01	\$18.63	\$526,496.45
* FID SM CAP IDX	21,529.612	\$476,671.38	\$17.24	\$371,170.51
* FA FREEDOM 2060 A	22,369.509	\$254,550.35	\$10.09	\$225,708.35
* OUTSTANDING LOAN BALANCE	Interest rates from 4.25% to 6.25%			\$1,001,913.03
NET ASSETS 12/31/2018:				\$22,113,069.77

* Indicates a party-in-interest to the Plan

TitleMax Employee's Incentive Savings Plan

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

EIN: 58-2547327 Plan: 001

For the Year Ended December 31, 2018

Participant Contributions Transferred Late to Plan	Contributions Not corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VCFP and PTE 2002-51
<hr/>				
2018	\$ -	\$ 1,249	\$ -	\$ -
